

Payments modernization - Legacy to real-time to *Payments at the speed of thought*



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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.



The world is learning from India in monetizing payments modernization



RS Software helping India to be the gold standard globally for digital payments



UPI, built exclusively by RS Software, is transforming India



Continuous innovation is raising the bar everyday for what payments modernization must deliver



RS Software vision
Payments at the speed of thought

With the rise of digital infrastructure and availability of smart phone powered by increasingly sophisticated yet affordable technology, all forms of payments are undergoing transformation – be it small-to-medium value payments like cards and real-time payments or be it medium-to-large value payments like RTGS.

Credit Cards

Credit cards have matured from plastic with magnetic stripes that needed to be swiped, to chip embedded cards that are dipped and now to NFC enabled card that can be tapped to make payment. With innovation of tokenization, Apple, Samsung, Google and many more have been able to do away with the physical card completely and “implant” the card in the smart phone itself which can be tapped to make payment.

With API and cloud driving digital platforms, companies like Visa, Mastercard, Marqeta, and many more have

modernized their services and are making it possible for card issuance, card acceptance, making payment and non-payment transactions and much more. They are providing APIs, documentation, sandbox and everything that developers need to connect and innovate. While CIBC, Canada may be using Visa APIs for getting the Foreign Exchange Rates, Dragon Pass is using Visa APIs for Payment Account Validation, and Fidelity Bank Plc uses Visa Direct API for a real-time payment.



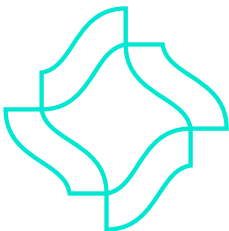
Core systems modernization

Jim McCarthy, EVP of Product and Sales at Thredd while referring to the organizations that have not prioritized a full-scale payment modernization, “... is akin to doing the digital front-end work and not transforming the back end, and the result is bolting on new processes to creaky legacy systems.”

Upgrading core systems to support RTP is a significant investment. Many banks, both in developed countries and developing countries, are in various phases of

modernization. The directives such as PSD2, practices such as Open Banking and RTP are pushing the need for banks to modernize.

The 2022 McKinsey Global Payments Report confirms that banks are aggressively modernizing their core systems to real-time, third-generation cores and updating their payments infrastructures, largely in response to the continued rise of instant payments, open-banking requirements, and cloud technology.



Path to monetisation

There are two distinct opportunity areas – (a) leverage the learning from one another and build on top of that, and (b) leverage the new technology innovations that are becoming available and improve the solution for greater security, lesser friction, larger adoption and value driven monetization.

Payment modernization – some done, lots more to do!



There were more than 195 bn real-time transactions recorded globally in 2022, according to ACI Worldwide data released March 28. That's 63% higher than the 121 bn recorded in 2021. ACI projects a growth rate that will reach 512 bn by 2027, or 28% of all global electronic transactions. Even though impressive growth of achieving almost 2.6 times growth in 5 years, almost 72% of payment transactions will not be in real-time. RS Software is pursuing a vision *payments at the speed of thought*. Clearly what gets established is that payments modernization is making good progress, but lots more to do – “miles to go before I can sleep”. There is a school of thought that says until the entire globe relies on a single legal system, a single monetary policy, and a single financial system, companies will need to build solutions to bridge the differences, Good news is that growth, which largely reflects real-time payments within individual countries, will create pressure on all real-time rails to operate internationally to serve more needs.

Real-time Payments – Are they making the difference?

Real-time payments are making a difference. It should not be viewed as a faster ACH option as it has properties that can help to harness larger value. It has the advantages of RTGS i.e., finality of fund transfer, without the processing burden for Gross Settlement as it typically uses Net Settlement, it is 24x7x365 that RTGS took years to reach. Because of this, new use-cases are emerging that would not be possible without RTP.



As mentioned in the November 2022 report from Alacriti:

- ❖ Real-time payments are a tool to deliver payment solutions, which fall into two categories: overlay services and digital tools.
 - Overlays are value-added solutions available to all that include QR codes, Request for Payments (RfP) alias directories, etc., that solve problems.
 - Digital tools are about how the real-time payment is used. Leading banks expose APIs to make it possible for clients to embed real-time payments in their workflows. This moves the real-time payment away from a payment product into a payment solution. Not only does it make the bank more sticky, but it's an opportunity to generate revenue.
- ❖ It also states that RTP could be amongst the most profitable part of bank's business and argues as below:
 - "One of the large surveys we did last year was about data, payments, and monetization. In this chart, you'll see that corporates are willing to pay for real-time cash forecasting, automated reconciliation, real-time cash balances, etc. because they are perceived as a value. It's not just P2P and a one-off transaction. For many banks, it's amongst the most profitable part of their business because it's all fully automated. As volumes go up, the costs are relatively fixed, so the margins just improve and improve."

- ❖ Use Cases that are bolstered because of RTP are emerging and the article provides the following:
 - In terms of some high-level use cases, what we're finding most prevalent in the U.S. are loan disbursements, gig economy payroll, and payroll in general (which is starting to shift toward real-time payments). Merchant funding is important so stores can get their funds faster. And for insurance, closing quickly on property and insurance claims from policyholders.
 - People are reengineering bill pay to make payments faster and more predictable in terms of document exchange. Using RfP for invoicing is an obvious application for commercial entities. However, there is going to be a gravitation towards any type of document that needs to be signed, which is an opportunity for monetization.
 - Cross Border is another strong use case and that RTP and FedNow will eventually have a service for cross-border payments as well, including the handling of FX (foreign exchange).

From opportunity perspective, it can be interpreted that RTP could be amongst the most profitable part of bank's business in the context of the data published in the McKinsey Global Payments Report (October 2022). It is clear that the account related growth will be 44% in Asia-Pacific, 24% in North America, 52% in EMEA, and 10% in Latin-America, and RTP revenue is a part of this account related revenue.

Next generation fraud and risk management based on artificial intelligence, machine learning essential for the real-time payments eco-system



Alacriti report states that FRM for RTP is a different ballgame, as it needs to be 24x7x365, solution needs to be proactive, so transactions are analyzed and decisioned on the fly while the transaction's being created, rather than discovering the transaction is fraudulent afterward and having to work on getting the funds returned, and, the data can be used to make intelligent decisions before sending the transaction and customized around account takeover and identifying mule accounts.

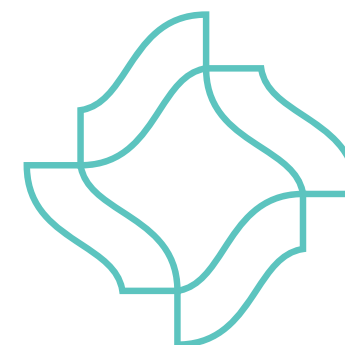
To make a difference to the brand of real-time payments wherever deployed, this real-time-FRM is a capability that needs to be there as central infrastructure as well as within the banks and FIs. **Interestingly, all of these are addressed by RS IntelliEdge™.**



RS Software's demonstrated success in implementing real-time payments globally

Having successfully delivered the Digital Payment stack of India consisting of the UPI (real-time payment), BBPS (bill payment) and EFRM (fraud and risk management) we have demonstrated our capabilities in delivering API-first, Mobile-first, Cloud-agnostic, Developer-centric, HA, scalable systems. These systems will be leveraged as other public digital public infrastructures like ONDC (digital commerce), OCEN (credit network) and CBDC (digital currency) gain momentum.

Since the launch of UPI in April 2016, the unheard adoption of digital payments in India is the highest testimony to RS Software's demonstrated success in delivering high speed, highly available and secure payment platforms. This has resulted in our ongoing engagement to continue to enhance and transform the payment platforms as adoption increases.



50 years and 79 countries

The first form of real-time payments came up in Japan 50 years ago. Real-time payments (RTP) is now available in more than 79 countries in some form or the other. The journey of RTP starts with an implementation, but there are a whole lot of societal factors that interplay to make it a success. These factors change with geography and demography they serve.

The first and foremost is adoption. The adoption necessitates building connectors for banks and FIs to connect them to the RTP rails. The connectors orchestrate the messages between the assets within the bank and the RTP rails plus exposes digital services, read APIs, that help bank or third-parties or fintechs to build consumer and merchant facing software where the actual interactions happen.

We, at RS Software, are humbled to have the privilege of building the RTP rails for India, the UPI which was launched on April 11, 2016. RS Software has also built connectors to UPI which have been deployed in a few banks. The company had also built bank apps consuming the APIs exposed by the connectors to build consumer facing services and merchant facing services for a few banks.

RS Software has also designed the Real-Time Rails (RTR) for Canada partnering with Deloitte Canada delivering to Interac, the technology partner of Payments Canada, which is being implemented by IBM Canada.

In India, RTP, read UPI, was championed by RBI and operated by NPCI, the technology arm of RBI. It was a sovereign decision to rollout RTP to steer India from a cash-primary society to a less-cash society.

Unlike India, in USA it is completely market driven. In 2013 Venmo, an instant payment service was launched by parent company PayPal. In 2017, 7 banks of USA – Bank of America, Truist, Capital One, JPMorgan Chase, PNC Bank, U.S. Bank, and Wells Fargo – launched Zelle, another faster payment service to compete with Venmo. Interestingly, in the same year, i.e., 2017, The Clearing House (TCH), a consortium of 22 banks in USA, 7 of which are common with Zelle, launched real-time payment (TCH RTP) service.

Venmo is semi-closed loop as it came from PayPal. In 2018 Venmo and Mastercard teamed up to provide a card that is accepted wherever Mastercard was accepted. Outside of 7 banks, banks and FIs can connect to Zelle and offer instant payment service to its customers. As of 2022, Zelle covers eighty percent of the US population who can connect via their banking app and is supported by over 1600 financial institutions.

RS Software product suite accelerates and improves the adoption by encouraging collaboration between FIs and Fintechs for addressing consumer and business payments use cases. The suite also offers a developer-friendly sandbox environment for Fintechs and FIs to experiment and arrive at the most effective use cases. Thus, fostering innovation at the edges, leading to accelerated and higher adoption.

The next factor is inclusion. There are banks who can afford to operate a service like RTP connector, however, there would be a long tail of banks that cannot. Hence, either they have to piggyback on a large bank or wait for a Software-as-a-Service (SaaS) solution be made available for them to subscribe.

There is another factor of prioritization. It is not always that banks want to operate technology as that is not their core business. In such cases even the very large banks would want to move the operation to providers.

RS Software has built a cloud-hosted platform that integrates with the central core real-time payments system, and helps Financial Institutions and Fintech to monetize and process real-time payment and bill payment transactions and associated payment use cases. The company has partnered with HPY India to launch this platform, in India, and this offering has the potential globally.

In USA, as of 2021, there were 4,844 insured commercial banks, according to the Federal Deposit Insurance Corporation (FDIC). Clearly Zelle covered less than one third of the banks and FIs. To improve inclusion, Federal Bank of USA is working to bring forth FedNow, a RTP rail that any bank in USA can avail, the initial launch is planned on July 2023.

The next challenge is scale. Without knowing the adoption success, one cannot invest in technology to support hyper-scale. However, every architectural design is done with a certain scale in mind. If the adoption and inclusion succeed beyond a threshold, the architectural design needs to undergo fundamental changes. A distant aspiration is to make the channel cross-border ready so that the adoption can transcend political borders.

UPI is an example for this.

One year after its launch, the count of transactions was 7.2 mn a month in April 2017, which is now 8898 mn in April 2023, a CAGR of 177%+. This needed a refactoring of the UPI architecture.

Further, earlier UPI ran in active-passive mode which meant factoring certain amount of downtime per year, but as adoption was huge, this was becoming a challenge.

At launch, UPI was a proprietary message format, while world was moving to ISO 20022. Finally, UPI was initially thought to cover domestic transactions, but there was interest for cross-border as many Indians travel abroad.

These 4 factors – scale-up, increase availability, ISO 20022 support and cross-border usage became critical. RS Software has completed the reengineering – the platform has been benchmarked at 1 bn transactions per day, is deployed in active-active mode, supports ISO 20022 messages, and is accepting cross-border UPI payments.

RS Software has made India ready for growth of its flagship instant digital payments – UPI. In G20 summit, many countries have expressed interest in implementing UPI like platform for themselves; and cross-border UPI acceptance is now a reality with UPI being accepted at Singapore, UAE, and other places.

While it is clear that most of the countries will not need this scale, but all will probably undergo a similar journey. RS Software is ready to service these implementations having successfully done the same for the largest RTP rails in the world plus having experience of helping adoption of RTP rails of other countries.

For countries that are contemplating a rewrite of their RTP infrastructure or planning to upgrade their infrastructure in phases, RS Software can deploy its products RS RTPS™ and RS DigitalEdge™ to streamline the process.



The next step that follows is supporting different use-cases. A report from Finastra identifies the following use cases of RTP:

1. **Speed** – A real-time experience is key, and there is no lag in the user's experience. Real-time payments can replace other payment methods at the point of sale.
2. **24/7** – As we move into a world where everything is 24/7, customers also expect everything to be 24/7 for payments.
3. **A Single Message** – Many good use cases involve being able to embed a transaction in a value chain and use business rules or automation to trigger the next steps, which comes from it being a single message vs. batch.
4. **Irrevocable, Good Funds** – Once the funds are in the account, there is no worrying about a check bouncing, a transaction recalled, etc. That's good for use cases around working capital but also where you're eliminating fraud. Before handing over goods, sellers can have the funds before giving possession of that item.
5. **Enriched Data** – This is the capacity to provide more complete remittance information with payments. This is important for both automation and reconciliation. Not only does the transaction include who it's from and who it's for, but also what it's for.

The sub-use cases that leverage these base use-cases for commerce are as follows:

1. **Request for Pay**: Merchant invokes the request and sends to Payer, this eases reconciliation.
2. **Mandate**: Scheduling unattended subscription payment typical for fixed charges like magazines, newspapers, SIP, EMI, etc. and variable charges like utility payments – electricity, water, etc.
3. **Bill Payment**: It is a prominent use-case of RTP as that helps the payer to pay bills just-in-time without the risk of late fees. It also helps to attach payer, payee and what is paid for with the payment that helps in reconciliation and straight through processing.
4. **Embedded Payment**: The Single Message use-case is leveraged to embed a payment transaction in the commerce flow. An example where RS is working on this for InsureCloud SaaS platform is provided below.
5. **Invisible Payment**: This is a bit futuristic when machines and IoT devices "initiates" the payment request and make payment to probably an attended or unattended machine!



RS Software has experience in implementing overlay services, the major path to monetization of modernized payment infrastructure, including but not limited to Request for Pay, Mandates, Bill Payment. The technology that helps in realizing these use cases is enabled by constructs in the RTP platform and is well served by the overlay layer that adds the differential features to improve the user experience of the use-cases. RS DigitalEdge™ is the product of choice for such requirements. Industry vertical solutions can be created - RS DigitalEdge™ is positioned as key component of the solution. The aim is to have payments, including RTP, embedded into the commerce flow.

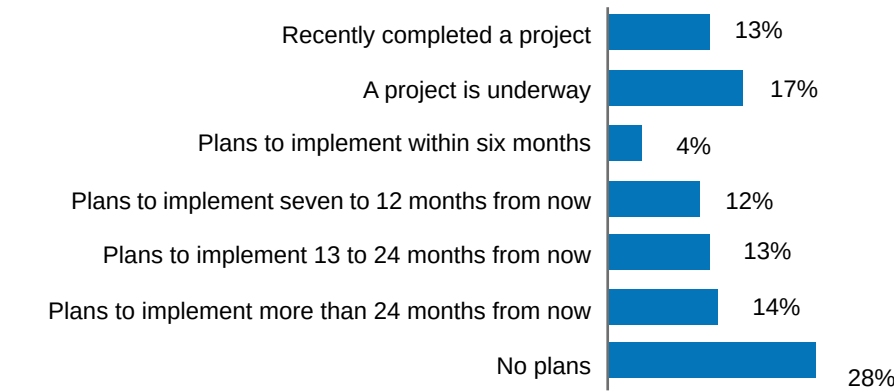
The important role of real-time payments



One of the biggest drivers of payments modernization has been and remains real-time payments. All critical processes and systems at banks have historically been batch based. With expectations, and in some cases mandates, around real-time settlement and availability came new infrastructure and processing capability demands to accommodate. With this need for change, banks have had to modernize and update critical systems at the bank.

IMPLEMENTATION OF NEW PAYMENT PROCESSING SOLUTION

An institution's plans concerning implementation of a new payment processing solution for one or more payment rails or systems



Source: Aite-Novarica Group's survey of 108 global payments and product executives, Q4 2022 to Q1 2023

This constant cycle of banks going live with new payment rails provides increasing market opportunity and an evolving competitive environment. Banks with no plans to go live with real-time payment rails that have not already implemented real-time payments capabilities will become increasingly disadvantaged in the market. While it may not be too late yet, that time very well may be coming sooner rather than later.

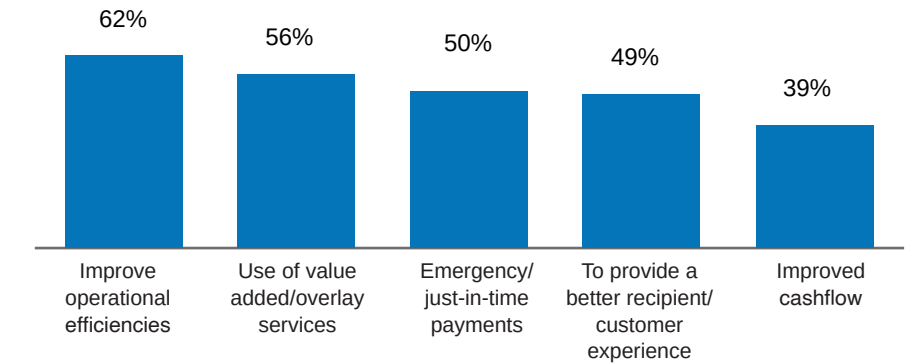
BUSINESS CUSTOMER USES OF IMMEDIATE PAYMENTS

User demand is the biggest driver for offering real-time payments (outside of mandates). Consumers have come to expect the real-time transfer and availability of funds; this is also becoming true of business end-users. Even with the number of FIs offering real-time payments, banks and end-users report the speed of settlement as the biggest gap in bank payment offerings. In fact, while the number of FIs in North America that offer real-time payments is significantly less than in Europe, the gap in the speed of settlement is the same in all regions.

For smaller institutions, the gap in real-time offerings widens even more; the obstacles to offering new products and services are amplified with fewer resources and smaller budgets. Regardless of where a business selects to bank, the outcomes and uses of real-time payments are the same. The majority of commercial clients recognize the value of the operational efficiencies created by real-time payments (refer to diagram below).

USES OF IMMEDIATE PAYMENTS BY COMMERCIAL CLIENTS

Important uses for real-time/immediate payments among commercial clients of an institution



Source: Aite-Novarica Group's survey of 108 global payments and product executives, Q4 2022 to Q1 2023

Emergency or just-in-time payments were once the most prevalent use case. However, as real-time payments have become less exotic, other benefits have begun to overshadow this most obvious use. Value-added or overlay services, such as the ability to view remittance documents, are important.

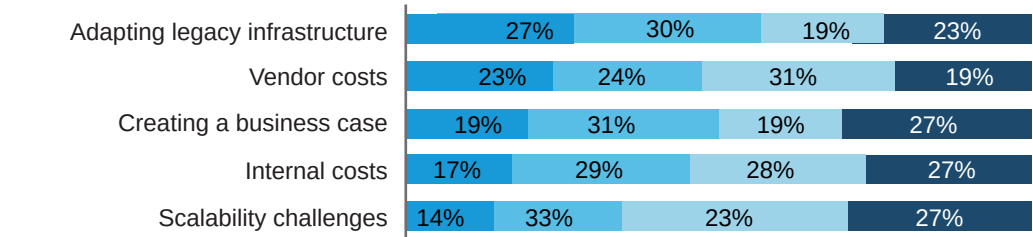
While improved cash flow appears to have less importance, it is arguably the most important. The ability to receive a real-time payment, particularly in the small and midsize business space, can be critical, as can the ability to control when a payment is released. As real-time transactions become even more embedded in business processes, the importance of these usages will continue to grow.

CHALLENGES OF IMPLEMENTING REAL-TIME SOLUTIONS

When considering real-time payment solutions specifically, legacy infrastructure continues to plague modernization efforts: 57% of banks report it is extremely or very challenging (refer to diagram below).

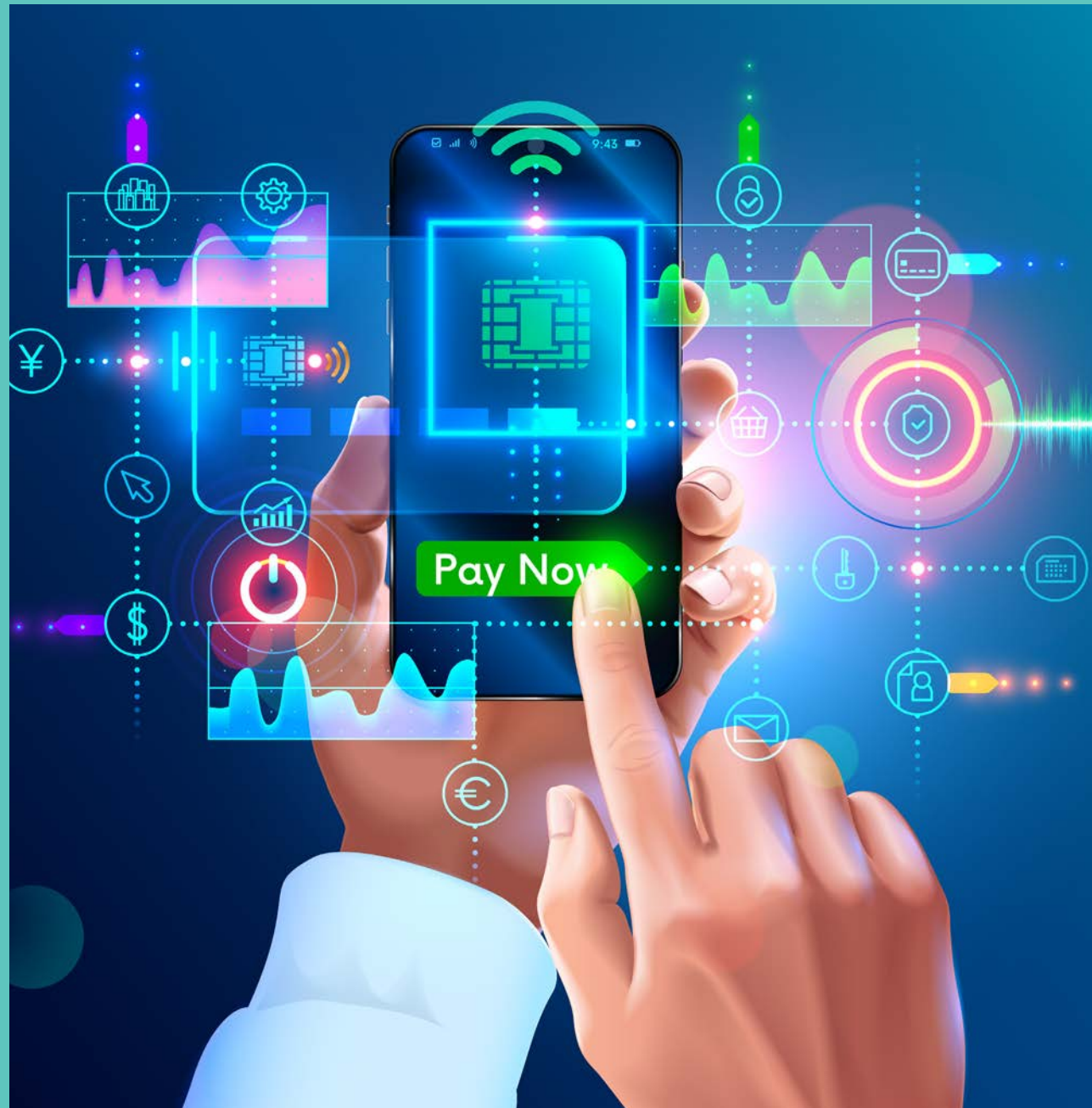
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Smaller banks are more sensitive to these hurdles than their larger counterparts. They are especially susceptible to challenges with overcoming cost hurdles in addition to the technical complexities. Selecting the most appropriate vendor partner is even more important for them, as the right partnership can mitigate some of these challenges at least slightly.

The Evolution of Payment Innovation In Emerging Markets



The evolution of payments has spanned centuries. From the barter system where people traded goods and services for other goods and services as a means of payment to the use of coins and paper money, we are seeing the payments evolve to become more instantaneous and efficient, without the need for any physical exchange or storage.

Digital payment systems like cards and mobile wallets are being used today and using digital currencies for payments is expected to be the future of payments. This advancement has been driven by the desire to make payments more secure and faster. The move to digital has also enabled better financial inclusion and credit availability at a global scale never seen before in human history.

Improving Access To Financial Services

The Covid-19 pandemic played a major role in driving up this adoption of digital payments. It fostered financial inclusion, making financial services more accessible. According to a survey, 76% of adults globally have a bank account, either through a financial institution or through a mobile money provider.

The percentage of account ownership increased by double digits across 34 countries since 2017. With global lockdowns in place during the pandemic, traditional financial services took the digital route to make their services accessible.

Technology Leapfrogging In Emerging Markets

Innovation in payment mechanisms can have a more profound effect in emerging markets than in traditional markets.

One such example is India. The RBI in its annual report for 2020-21 noted that digital transaction volumes in 2020-21 rose to 43.71 bn rupees (about \$528.7 mn), a spike from the 2019 figure of 34.12 bn rupees (\$412.7 mn). This increase was mainly due to the consumer adoption of payment mechanisms like the unified payment interface (UPI). The adoption of the UPI payments recorded a three-time increase in transactions and value during the fiscal year 2020-21 following the pandemic.

India was traditionally a debit card market, unlike the U.S. where credit cards are dominant. However, while the usage of credit cards emerged, the issue of credit cards in India grew significantly at a compound annual growth rate (CAGR) of 26% and 23%, respectively in 2019 and 2020. While the pandemic boosted digital payment adoption, the Indian credit card sector also grew by 7% in 2020-21.

Regulator Influence On Payment Innovation

Regulators can also greatly influence the trajectory of payment innovations. Banks have a limitation on how many companies and sectors they can have exposure to because of the larger financial risks involved. With digital technology adoption, banks no longer have a complete grip over their customers as they did historically. Banks today are acquiring fintech startups to acquire new technology or customers and are transitioning to pipeline service providers. For example, Goldman Sachs provides this service to 6.7 mn users of Apple cards who use this service within their device play stores.

JPMorgan also entered the travel industry by acquiring a booking system, a restaurant review company and a travel agent firm. The bank aims to convert the users of these services into their customers.

The Evolving Role Of Fintech

However, in emerging markets, fintech is taking on a banking role to benefit from cheap deposits and licensing exemptions; 2021 saw fintech announcing plans to buy banks. For example - Paytm in India. The app started as a payment mechanism, then expanded online shopping services. In 2015, Paytm started providing banking services and got a regulator license in 2017. A company like Amazon or Apple in the U.S. would be unable to make a similar transition to banking services due to current regulations.

This is also the reason why fintech in emerging markets can be more innovative. They have minimal regulatory interference until they reach a critical mass. The banks resort to collaboration or buyouts to adopt new technology services into the banking system. In 2021, merger and acquisition (M&A) activity trended upward.

Digital currency is now one of the most discussed topics in the world of payments. Earlier in September 2022, the U.S. treasury recommended exploring the creation of a digital dollar or a central bank digital currency (CBDC). The main reason for the popularity of digital currencies is fintech innovation in this space. The fintech working in this space offers a lot more than just being an alternative form of payment.

There are bound to be interesting insights from the rapid progress happening in some areas, which are slow to take root in mature markets either because of regulatory constraints or because of too much investment in current technology.

From a fintech perspective, identifying the right markets ripe for innovation is the key. There are some truths such as convenience, transparency and speed that will always come out on top, irrespective of the region. Understanding the need to improve upon these factors is a good place to start, even if the innovation journey is not linear for a startup. An effort to widen the reach and increase inclusion is a sign of progress and will likely be sought after by larger enterprises as well.

Major trends driving the massive growth of RTP payments



1. Active Digitization

A significant part of real-time payments booming success throughout the past few years is due to the impact driven by the COVID-19 outbreak and the consumers' strengthening interest in all things digital. While 2022 has been marked by a decrease in virus cases, users do not seem to wish to give up the convenience of digitalized experiences and instantaneous payments.

In response to this demand, banks worldwide are actively investing in optimizing their payment channels. In Europe, new industry players and fintechs have urged traditional banks to set higher standards for user experience, including the adoption of real-time payments. In the meantime, in Asia and LATAM, mobile non-card RTPs are already driving unprecedented transaction volumes.

All in all, while each market has its own development pace, the global picture demonstrates a solid preference for real-time payment services from both the consumer and merchant sides.

2. Expanding Cloud Coverage of Banks

There have been a lot of successful use cases of cloud tech in a wide array of spheres, so it was only a matter of time before the banking industry hopped on the trend. As a result, there was a rise in cloud-hosted Payments-as-a-Service (PaaS) solutions in 2022.

As of now, cloud-based payment processing is the only efficient option for providing FIs with the capacity to achieve the level of flexibility, speed, and security of payments dictated by the increasingly digitized space. By 2025, it is predicted that 8 out of 10 financial institutions to use outsourced cloud and platform infrastructure².

According to experts, the agility, efficiency, and scalability of PaaS cloud solutions are exactly what banks and other entities need to respond to the race for real-time payments faster and with lower upfront costs in 2023 and beyond.

3. Strengthening Payments Connectivity

The transition to cloud platforms and real-time payments has pointed out the flaws and overlaps in the processing systems used by financial institutions.

With ISO 20022 going live in March 2023 and the ongoing efforts for payment modernization, organizations will have a lot on their plate. Thus, many of them require a more strategic platform-based approach. The best approach for virtually any FI is to consolidate its payment systems into a single tailored solution that ticks every box.

This tendency for payment processing consolidation, which became even more apparent in 2022, will simplify the management of multiple payment schemes and allow organizations to focus on adding value to customers in the future.

4. Persisting Relevance of Payment Cards

Yet another factor that has a notable influence on the development of real-time payments as of 2022 is the prominence of debit and credit cards. Despite global payment digitization, they remain relevant across countries.

However, it's important to note that issuers encounter challenges related to the aging infrastructure, increasing burden of compliance, and scaling costs. Hence, we are seeing issuing banks investing in technology with the goal of optimizing costs and increasing profitability. This often leads to solutions that merge RTPs and card services to create an outstanding consumer experience.

For instance, Mastercard Send enables real-time P2P transactions for Mastercard cardholders. Another example illustrating this trend is the initiative of some acquires to send instant payments to the gig workers' bank cards right after the end of their shifts.

What to expect from real-time payments in 2023?

RTP solutions are evolving rapidly in response to global events and consumer demand. While 2022 was a productive period when it comes to the evolution of instant payments, 2023 is promising to be an even more eventful year for this niche, with ISO20022 and the FedNow initiative going live.

With that said, real-time payments also have brilliant long-term perspectives. According to the latest statistics, the market size value of real-time payments has reached \$17 bn in 2022 and is expected to exceed \$193 bn by 2030, increasing at a CAGR of 34.9%.





Global real-time payments market

National governments and central banks that enable the vital move towards real-time payments unlock economic growth and accelerate financial inclusion for increasingly fast-paced and digital-led 'gig economies' according to the third edition of Prime Time for Real -Time 2022, published by ACI Worldwide, (NASDAQ: ACIW), in partnership with GlobalData, a leading data and analytics company, and the Centre for Economics and Business Research (Cebr).

The report – tracking real-time payments volumes and growth across 53 countries – includes an economic impact study for the first time, providing a comprehensive view of the economic benefits of real-time payments for consumers, businesses and the broader economy across 30 countries. The report covers all G20 nations, excluding Russia.

The research shows that governments that advance the real-time modernization of their national payments infrastructure create a win-win situation for all stakeholders in the payments ecosystem: consumers and businesses benefit from fast, frictionless and hyper-connected payments services, financial institutions future-proof their business in a highly competitive environment by speeding up cloud-first and data-centric modernization, and national governments boost economic growth, reduce the size of their shadow economy and create a fairer financial system for all.

- ❖ By 2026, real-time payments are forecast to account for 25.6% of total global electronic payments, up from 13.8% of total global electronic payments in 2021.
- ❖ Emerging economies are outpacing developed nations in real-time growth and the associated economic benefits.
 - The world's five top real-time payments markets – India, China, Thailand, Brazil and South Korea, made 92.9 bn real-time payments in 2021 – forecast to grow to 356.9 bn by 2026 – a Compound Annual Growth Rate (CAGR) of 30.9%.
 - The combined real-time volume of the five countries helped facilitate US\$54.6 bn of additional economic output in 2021 – forecast to climb to US\$131.1 bn in 2026.
- ❖ Leading developed countries, including the U.S., Canada, U.K., France and Germany, lag on the real-time transaction uptick and lose out on economic growth.
 - 7.5 bn real-time payments were made across these countries in 2021, forecast to grow to 20.9 bn by 2026 with a CAGR of 22.7%. The combined real-time volume helped facilitate US\$7.3 bn of additional economic output in 2021, forecast to rise to US\$14 bn in 2026.
- ❖ In the Middle East, Africa and South Asia, real-time payments will account for 80% of all electronic payments by 2026, while Europe and the U.S. trajectories sit at 12.7% and 4.67%, respectively.

Real-time payments growth

Real-time payments are at the heart of the rapidly evolving payments ecosystem. Today, most major markets either already have real-time payment schemes in place or in development as governments seek to unlock the economic benefits of more efficient payments, and the growth of real-time payments is accelerating across the globe.

Overall real-time transaction volumes around the world grew 63.2% in 2022 to reach a new high of 195.0 bn transactions and are forecasted to reach 511.7B by 2027, representing a compound annual growth rate of 21.3%. By 2027, real-time payments are expected to account for 27.8% of all electronic payments globally, up from 18% in 2022.

Real-time payments boost economic growth, prosperity and financial inclusion. As real-time payments enter a new phase of growth in 2023, we're taking a closer look at consumer adoption in the markets that have found the right formula to drive widespread consumer, merchant and corporate adoption by combining strong government mandates or industry-level collaboration with compelling use cases, from in-store and online QR-code payments to Request to Pay and bill payments.

By 2027, Bahrain — a country of just 1.5 mn people — is forecasted to have the highest level of real-time payments consumer adoption, with 83.3 real-time transactions per head per month (TPHM) compared to 23 in 2022, taking the top spot from Thailand and keeping Brazil in second place — both significantly larger economies. The larger Western economies included in this year's report have seen lower levels of consumer adoption, both globally and within their regions. The U.K., Canada, Germany, the U.S., Italy and France — all top 10 global economies by GDPii — placed 9th, 19th, 29th, 33rd, 36th and 41st, respectively, for TPHM in 2022.

Smaller European nations (Sweden, Denmark and the Netherlands) and four markets in Asia (Thailand, the Republic of Korea, India and Malaysia) are the top 10 consumers of adopting real-time.



Diverse factors are driving consumer adoption

Consumers and businesses around the world are hungry for cheaper, faster and more efficient ways to pay. Payments are increasingly becoming embedded, with today's customers looking for a hyper-connected, frictionless customer experience. As more consumers around the world expect to make and receive payments far more safely and at minimal cost, governments, banks and merchants aim to maximize adoption by launching or fine-tuning sophisticated value-added use cases on top of real-time payment rails.

Global RTP transactions

195.0B

YoY growth in 2022

63.2%

Global forecast 2027

511.7B

CAGR between 2022 and 2027

21.3%

India
undisputed RTP leader

46%

accounted for of all real-time transactions worldwide in 2022

India - The top
RTP market

89.5B

in 2022

RTP will account for

27.8%

of all electronic payments globally by 2027

India - RTP transactions

YoY growth

76.8%

2021 - 2022

Chairman's overview 2023



Raj Jain
Chairman & Managing Director

“When the sun shines, the world can see it - Making a comeback is one of the most difficult things to do with dignity, and we are getting there.”

The last quarter of fiscal 2023 demonstrated the company's return to profitability. We are pursuing our turnaround with resilience unknown, and unrivalled passion that tests itself against setbacks and trials to rise from the ashes. We have achieved a delicate balance between financial stability and the ability to compete in a market that has the making of a multi-decade opportunity. We continue to transform India with the power of digital payments and helping it to be the gold standard globally in payments. According to research by McKinsey, "The changes in the global landscape are creating new opportunities for incumbents and disruptors alike to win customers, develop new solutions, and claim market share. In short, the payments chessboard is being rearranged – the drivers of growth are changing. Software companies are now partnering with banks and technology providers to create similar seamless and convenient digital experiences."

The company is well prepared to leverage the multi-decade growth opportunity in payments, and making good progress on capturing the demand side. Our partnership strategy is rewarding us well, and we are Starting fiscal 24 with pipeline of revenue not seen for years.



"The company is well prepared to leverage the multi-decade growth opportunity in payments and is making good progress on capturing the demand side. Our partnership strategy is rewarding us well, and we are Starting fiscal 24 with pipeline of revenue, not seen for years."

FY 23 major milestones achieved

- ❖ Product based revenue at 50%+ in FY23
- ❖ Breakthrough in helping to build the foundation, that will help the largest economy in the world, The United States of America, to accelerate its adoption of real-time payments
- ❖ Support costs stabilizing now at about half of when pandemic started
- ❖ Gross margin/contribution for FY '23 at 2 times when pandemic started
- ❖ Operating loss in FY23 down by 30% YOY
- ❖ Cash loss for the year on 31st March '23 down by 50% YOY, reduced to just about 20% of when pandemic started
- ❖ Quarter 4 returned to profitability

"All you need is faith in your abilities. Resilience is knowing that you are the only one that has the power and the responsibility to pick yourself up."

Payments modernization and investor community

Payments revenue represents almost 40% of banks' revenue, and is the most effective way for the banks to stay in front of their customers. However, banks are increasingly getting dis-intermediated in payments over the past 10 years, and this is because payments modernization is bringing in new competitors like Fintechs and the big technology players like Google, Meta, Amazon, Apple and Microsoft. The hallmark for the best quality of investor community has become in recognizing how to reward disproportionately the companies, that are focused on building and monetizing payments modernization. I am pleased to say that years of investment by your company has built a solid foundation for it to continue to participate in payments modernization, here in India and globally, and the results are beginning to demonstrate success.

"I am pleased to say that years of investment by your company has built a solid foundation for it to continue to participate in payments modernization, here in India and globally, and the results are beginning to demonstrate success. "

Monetizing the transformed digital payments infrastructure

There are many firsts RS Software has already achieved:

- ❖ 40% of global digital payments transactions in 2021 were processed on platforms that RS Software has either helped to build significantly or built exclusively.
- ❖ Our product suite is demonstrating success in modernizing central digital payment infrastructure, both here in Nepal, India, Canada, America, and has bids in place in other parts of the world.
- ❖ The powerful combination of digital assets, frameworks and knowledge repositories of the company are helping the banks to develop a new playbook to serve their customers with high levels of engagement and trust in payments and build the foundation to monetize the modernized central payment infrastructure.
- ❖ RS Software is the only company globally to have implemented on a national scale the unique combination of Real-time payment rail and the overlay layer that includes fraud and risk management, so critical in the real-time payment eco-system.



Banks enjoy the highest reach to both consumers and businesses globally and the customers have trust in their financial institutions. This is what has created the banking advantage: customer trust - and herein lies the opportunity for the banks to not only maintain their share of the market in payments, but to be on a path to increase it further. The regulators across the globe are committed to open up the payments market, with the twin goal of achieving financial inclusion and lowering the cost of payments. RS Software with its vision of creating payments at the speed of thought foresees possibilities when payment networks will pay consumers to have their transactions process on their network, to get access to the consumer data. Open banking with Open data is fast becoming a major market demand – creating the most significant way of monetizing modernized payment infrastructure. For the banks its time to reimagine the customer journey in the digital payments eco-system. Innovation is already enabling scenarios where Small businesses may never have to interact with a traditional bank.

RS Software is in discussion with its partners, whereby the product suite of the company can combine to enable logging into businesses' e-commerce or accounting platforms that are integrated with the bank, and with that they can open a deposit account, order a debit card, and meet a good part of their financing needs. According to McKinsey's thinktank, the potential operators of these platforms are software companies that partner with banks and technology providers to embed financial products into a single seamless, convenient, and easy-to-use customer experience. This new form of partnership between banks, technology providers, and distributors of financial products via nonfinancial platforms underpins what has been hailed as the embedded-finance revolution. Sitting at the intersection of commerce, banking, and business services, payments has been one of the first use cases of embedded finance, and many the aspiring embedded-finance providers originate from the payments industry.

Payments modernization transforming how money moves

Cash usage has rapidly declined—by roughly one-third in Europe between 2014 and 2021, dropping to as low as 3 percent (in Norway) of overall payment transactions. This trend threatens to marginalize the sole source of central bank in many economies, requiring central banks to reassess their role in the monetary system.

How money moves has undergone and is undergoing huge, unprecedented change – increasingly, cards, digital and mobile payments dominate, and cash is fast on the way out. Advances in technology, the COVID-19 pandemic, cryptocurrency, and more are reshaping the movement of money and have redefined roles for banks and cash systems. The COVID-19 pandemic has accelerated the move away from cash. Lots of youngsters don't carry cash anymore. There will come a moment, and it's approaching fast, when merchants and shopkeepers will say, "Why keep accepting cash, with the cost of dropping it off at the end of the day and keeping change, for those few people who still need it? We're going to stop accepting cash."

Imagine setting out to create an Uber, Amazon or Netflix without some form of e- or embedded payment and remember how eBay struggled before PayPal. Think about how businesses and consumers are driving the direct debit-powered subscription-based business and how blocking payments can drive people, businesses and even countries to the brink (most recently being seen as a result of Ukraine-Russia war). Consider how rich our payment data is, and whether you want to share yours – and with whom. Who owns and controls what in our payments, and what does it mean for us and our futures?

SWIFT CEO Gottfried Leibbrandt commented on UPI, platform that is built exclusively by RS Software. He says "And the other country that I found fascinating was India. It's another giant country, 1.5 bn inhabitants. They launched the Unified Payments Interface [UPI], which allows any app to plug into the banking system and launch a payment or consult a balance, which is a little bit comparable to what we have in Europe with PSD 2. It's

a completely different road, but it's growing even faster than in China. UPI is growing at over 100 percent a year. It's more than doubling every year. I think there was a period when it doubled every month". I am pleased to say that RS Software continues to be engaged in transforming the capabilities of the UPI platform, which is now projected to be on track to surpass 100+ bn transactions annually. Such is the power of RS Software's ability to build highly scalable, highly available, reliable, and secure payment platforms, and the demand for such capabilities is on the rise, as the world continues to march to its journey of becoming digital first.

The economist research team propounds that this digital revolution encompasses three broad trends. One is the effort to offer an ever-widening range of financial products on a single platform. Banks, payment providers and bigger fintechs will continue to gobble up startups, with the aim of offering customers such a breadth of services that they will use a single platform for everything.

The second trend is the nascent attempt to decentralize finance. Developers are building all sorts of financial applications on blockchains, which ensure security and trust without the need for any intermediaries. Novel assets of all kinds associated with the DeFi world, such as non-fungible tokens (nfts) and other crypto-tokens, will continue to proliferate.

Third, central banks, usually bastions of conservatism, are also breaking new ground. As more economic activity moves online and physical cash falls out of favor, many are on the path to introducing digital currencies of their own. venture capitalists poured nearly \$60bn into financial-technology startups in the first half of 2021. More than a hundred DeFi applications are in the works. Such fast-paced, almost revolutionary changes provide a stark contrast with legacy retail finance, with slow ways of doing business, exorbitant fees and awful customer service. There is much to like about the new finance. For customers it should mean a system that uses technology to serve their needs better and at lower cost, not just in emerging economies, but also in the developed world. Financial inclusion is a problem even in the rich world: one in five Americans were either unbanked or underbanked in 2018. Small firms regularly struggle to access finance.

Competition and democratized access to payments will facilitate incumbents and disruptors to find decent and fair margins in this ever-growing market. Transferring money across borders, such as through remittances from rich countries to poor ones, is still too expensive. And as people conduct more of their lives online and start to be a part of the emerging metaverse eco-system, it makes sense for finance to become not just more digital, but also better embedded within other digital activities, such as entertainment and shopping.

Company's foundation for achieving secular growth in financial performance

Since the company started its journey to transform and pivoted its strategy to participate in the multi-trillion-dollar opportunity of payments modernization, the company has generated revenue of ~Rs 3 bn, with a gross contribution margin of ~27%. Recognizing this significant opportunity, the company continues to invest and has already invested in excess of ~Rs 1 bn from its own cash reserves. During the last 15 years, the company has invested in RS School of Payments and RS Payments Innovation Lab, both of which have institutionalized our ability to respond quickly to the changing needs of our customers. This foundation has helped the company to successfully transition in the immediate past to deliver:

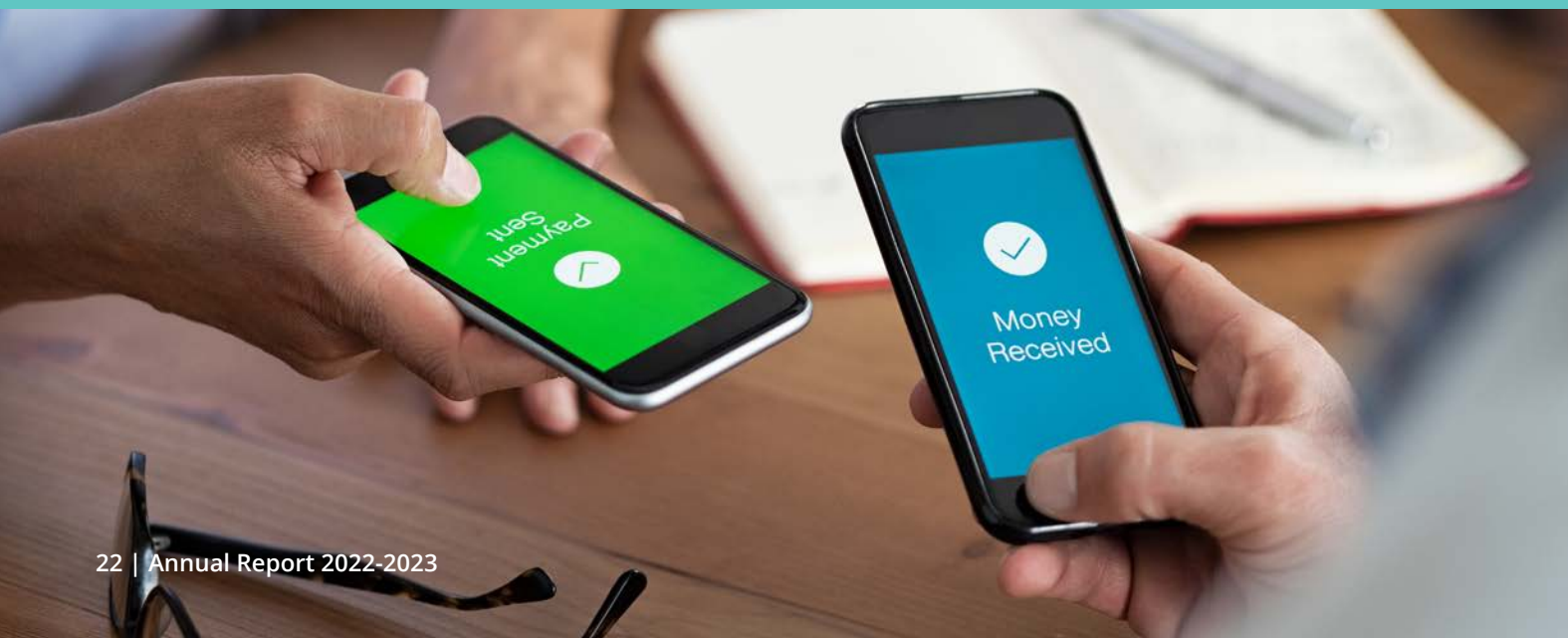
- ❖ Digital-first capabilities – API-first, Mobile-first, and Cloud-first
- ❖ Products and Platforms lead revenue model, combined with a core foundation in services

The company has built an extensive portfolio of assets, the value of which is off the balance sheet. Importantly, the financial foundation continues to be good and strong.

- ❖ Public listed on India's NSE and BSE stock exchanges
- ❖ Positive net worth
- ❖ Cash reserves on the balance sheet
- ❖ Zero debt for the past 14 years
- ❖ Financial structure growth-friendly with favorable debt and equity expansion available

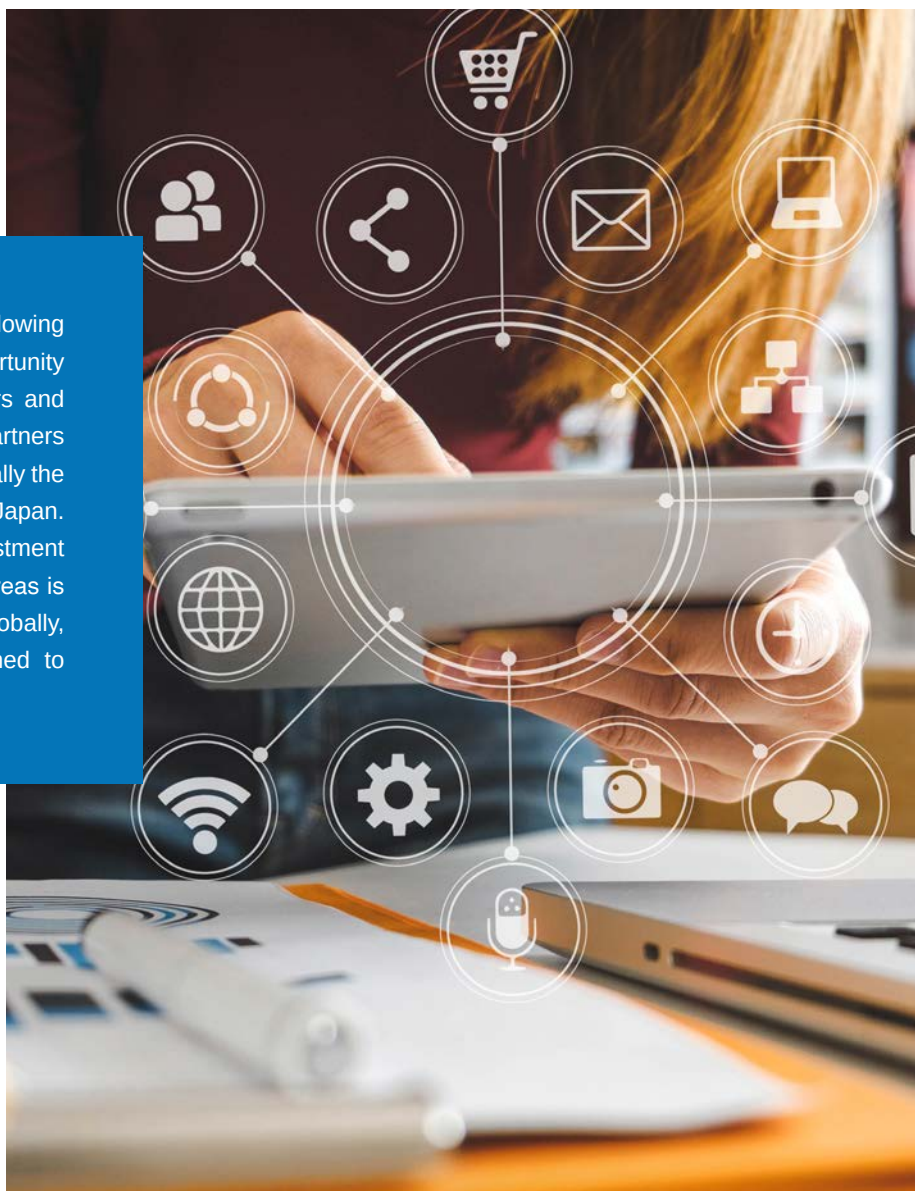
Importantly, the company has returned to profitability during quarter 4 of the fiscal FY23 and we are starting FY24 with our heads held high, confidence is in the air, belief in our corporate values is reinforced, and we are attracting high quality talent to meet the pipeline of opportunities not seen for years. We have demonstrated success in leading globally with 3rd generation real-time payment rails, and when we look at the fact that dominant part of the world is living with 1st or 2nd generation payment infrastructure, we know that there is lot of work to be done, and this is why industry leaders term it as multi-decade opportunity. We have a partnership strategy that is increasing our market reach globally, and the roadmap for our product suite is ensuring that we can truly claim - the best is ahead of us to achieve our rightful share in this ongoing, secular growth of payments modernization.

Raj Jain
Chairman & Managing Director



Principal trends increasing the market opportunity for RS Software

We are experiencing the following market trends and opportunity areas as we engage with customers and prospects, industry experts and our partners in most of the global markets, especially the US, Canada, India, UK, Europe, and Japan. We are pleased to see that our investment in building our products in specific areas is well aligned with the opportunities globally, and we are therefore well positioned to pursue them.



Macroeconomic and geopolitical environment: Geopolitical disruptions are altering the long-standing trend toward globalization, prompting moves to greater payments regionalization and localization. Instances of regional and domestic networks with local control over key infrastructure are proliferating, challenging the standardization of solutions across geographies. An increasing number of countries are looking to ensure local instances of payment services and key infrastructures, likely leading to increased complexity in local regulations and requirements. This creates opportunities for payments providers that can simplify cross-border payments for customers or create turnkey solutions for related services—say, know your customer (KYC) as a service, digital ID, and security.

Essentially, we are seeing increasing number of opportunities involving overlay value-added services. RS DigitalEdge™, along with components of RS RTPS™, will enable us to pursue such opportunities.

Payments modernization: This is fast progressing in countries across the globe. A plethora of technologies have been deployed at the central infrastructure level.

In almost all countries, the technology stack still needs an API-first approach, making it difficult and sometimes impossible to deliver the benefits that a 3rd generation of real-time payment infrastructure does. It slows the adoption of real-time payments, depriving consumers and businesses of the various use cases they want to improve both the productivity and economics of real-time payments.

As people, devices, homes, cars, and avatars, connect in real-time, spanning physical, digital, and virtual worlds, it will increasingly require shared digital capabilities, which demand a new type of financial infrastructure that fuels innovation at the edge. The most crucial widget in leveraging modernized rails is the 'overlay layer' that offers industry-specific innovative payment use cases leveraging global message standards like ISO 20022.

Digitalization across the industry demands embedding payments within the commerce lifecycle, real-time information exchange, interoperability, and using data-rich global messaging standard ISO 20022. The overall market for real-time payments is expected to advance at a compound annual growth rate of 33% over the next ten years, reaching yearly volumes of about \$300 bn by 2032.

Our learning from the amazing success of India's real-time payments UPI (built exclusively by RS Software) is that the ease, speed, and simplification of real-time payments are critical to quick adoption. With speed in the digitalization of businesses and financial services, especially post-Covid – real-time payment, central infrastructure should leverage the power of API and Cloud as their downstream ecosystem stakeholders are steadfast towards digitalization. Regardless of the challenges financial institutions may face, real-time payments are becoming a reality, so leaders need to prepare accordingly. When financial institutions and fintech or third parties work together, they can create an ecosystem powered by the inherent benefits of real-time payments due to the information it can carry and address both business and consumer payments.

Businesses increasingly demand payments and all related payment information sent and received in real-time security of their large transactions, limiting the potential for errors or transaction rejections after a deal is complete. Delivering such capability through API-first, Cloud-first technology makes it easier for businesses to incorporate it in the back-office software, allowing businesses to take comfort in knowing that transactions are final and that the intended recipient has received the money.

In a major survey, 60% of all businesses surveyed said cash flow is a top concern in the current business climate. Supply chain delays add to the problems and create an advantage for businesses offering suppliers faster and more dependable payments. Nearly half of the surveyed suppliers identified late payments as their biggest challenge, and 12% said they wanted greater payment visibility. Almost 60% of suppliers reported contacting customers up to 10 times each month regarding late payments, and 10% said they contacted customers more than ten times a month. Throughout 2021, the share of corporate buyers willing to make online purchases of \$500,000 or more rose from 27% to 35%.

RS DigitalEdge™ is our core offering to address opportunities in payments modernization. It can be morphed to implement solutions at the central infrastructure to enable banks leverage the power of real-time payments or at the banks to enable the bank's services to its customers, using the power of APIs, right form payment initiation to credit transfer and more.

Commerce expectations: Fintechs and payment service providers continue to pursue revenue growth. And payments increasingly serve an integrated, value-added commerce role rather than merely executing a stand-alone financial or money movement transaction. Therefore, there is a need for commerce facilitation, extending beyond checkout and payment to enhance the commerce journey. The most promising for the future is embedded finance or integrating finance products into nonfinance ecosystems. Players that can monetize services and data are poised to capture a larger share of revenue pools.

Our commerce enabling acquiring and acceptance product, Payabbhi®, is a fit to address this market opportunity.

Technology modernization: After a long period of mostly incremental upgrades to networks, and to bank and business payment systems, companies are now making more structural as well as de novo infrastructure improvements. For instance, banks are aggressively modernizing their core systems to real-time, third-generation cores and updating their payments infrastructures, largely in response to the continued rise of instant payments, open banking requirements, and cloud technology. Leading consulting companies forecast that several regions will enter the next S-curve on instant-payment transaction growth. In addition, with the continued growth of embedded finance, digital natives' expectations for how those services are delivered will continue to exert pressure on providers to modernize their payments infrastructure.

RS DigitalEdge™ addresses this market opportunity, along with the full solution or select components of our product set comprising of RS RealEdge™, RS BillAbhi™ and RS IntelliEdge.

Embedded finance: Software companies are partnering with banks and technology providers to embed financial products into a single seamless, convenient, and easy-to-use customer experience. This new form of partnership between banks, technology providers, and distributors of financial products via non-financial platforms underpins what has been hailed as the embedded-finance revolution. Sitting at the intersection of commerce, banking, and business services, payments has been one of the first use-cases of embedded finance, and a large number of the aspiring embedded-finance providers originate from the payments industry.

RS DigitalEdge™ and Payabbhi®, along with opportunity-specific partnerships for point solution components will enable us to pursue these opportunities.

Fraud and Risk Management (FRM): The explosion in the number of electronic transactions is part of the e-commerce and m-commerce booms and the shift away from cash payments. Digital payment mechanisms include cards but also recent payment innovations, such as digital wallets. This shift to digital payments is expected to continue. Further, with the growing adoption of real-time payments globally, RTP transactions will sooner than later form the majority share of digital payment transaction volumes.

Under such circumstances, FRM solutions supporting high transaction volumes, cross-channel, AI/ML based modelling, advanced analytics, an integrated fraud strategy, and an improved customer experience will be a fundamental requirement for all central payment infrastructure operators and banks. RS IntelliEdge™ addresses all these requirements and it will be one of our leading solutions as we pursue our growth strategy.

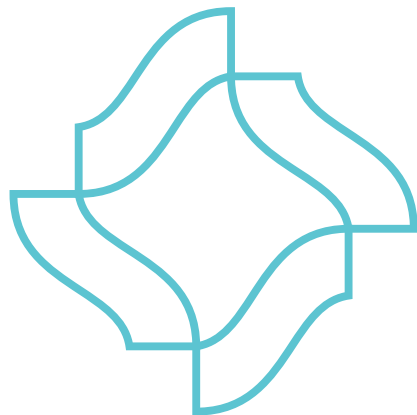
Bill Payments: Consumers are embracing new bill payment types to access funds wherever they're available. Over the past 15 years, banks had conceded this space to bill payment service providers, and they are now keen to reclaim it to create new revenue streams and gain their customers' mindshare and leverage cross-sell opportunities. A bigger

opportunity lies in B2B (invoice) payments with trends seen in accelerated adoption of instant payments, use of buy-now-pay-later (BNPL) options, rise of cross-border transactions and growth of embedded B2B payments (embedded finance). Payments orchestration, B2B buyer and supplier experience including straight-through processing (STP) and greater collaborations between schemes, banks, fintechs and back-office (SCM and financial accounting) platforms will drive the growth opportunity for solution providers in this space.

Adoption of ISO 20022 and Request-for-Pay message protocols will be the core drivers for solutions for B2B payments. RS BillAbhi™ core design and architecture support building all these functionalities as per specific market needs. It supports B2C bill payments today, and the solution is being enhanced to process B2B invoice payments as well.

Specific to India: UPI is expected to touch over 1 bn transactions per day accounting for 90% of total digital payment volumes by 2027. This will be due to a combination of going deep (existing customers using UPI for additional transactions) and also getting new customers / new use-cases for UPI. Credit cards are expected to grow, being one of the highest contributors to profit pools for an issuer and will play a key role going forward. Other measures like CBDC, policy initiatives to get non-banks regulated and continuous innovation will ensure India remains a global leader in digital payments in the years to come. All of this will lead to opportunities in scaling the existing UPI platform for multi-fold increase in transaction volume and implementing technology innovations for greater efficiencies and additional functionalities at the central payment infrastructure. As a result, banks will also need to implement the same and therefore enhance/upgrade their payment systems.

RS Software is well positioned to participate in the enhancement of the central infrastructure, and also pursue opportunities with the banks using RS ConnectEdge™ for processing payments through the core rails at the central infrastructure, including BBPS transactions.



Our Preparedness

Technology

- ❖ High Throughput, Low Latency, Highly Available, Secured
- ❖ Cloud
- ❖ AI / ML
- ❖ Distributed Ledger / Block Chain

Domain Knowledge

- ❖ Cross Border
- ❖ Financial Crime
- ❖ Faster Settlement
- ❖ Fraud and Risk Management

Products

- ❖ RS DigitalEdge™
- ❖ RS BillAbhi™
- ❖ RS IntelliEdge™
- ❖ RS RTPS™
- ❖ RS RealEdge™

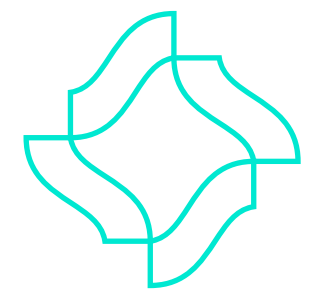
India taking a global lead in digital payments - setting gold standard!



According to the FIS Global Payments Report 2023, 'India has emerged as a global payments leader, developing the next generation of real-time payments infrastructure with the UPI' and 'as a Global Payment Powerhouse'. According to the report, The success of UPI is driving dramatic growth in the transaction value share of A2A (15% in 2022, projected to reach 24% by 2026) and digital wallets (50% in 2022, projected to reach 54% in 2026). UPI is also propelling the use of digital wallets at POS: digital wallets' share of POS transaction value jumped from 25% in 2021 to 35% in 2022 and is projected to spike to 50% by 2026.

Unified Payments Interface (UPI) is India's real-time payments platform that was launched in 2016 by the Reserve Bank of India (RBI) and the National Payment Corporation of India (NPCI) to help the country achieve financial inclusion and move towards a less-cash economy by accelerating the use of digital payments. RS Software was commissioned to build the UPI rails for the country.

RS Software's key contribution to the design, development, spectacular success, and worldwide recognition of UPI.



RS Software had been already working in the digital payment space for 23+ years when in 2015 the UPI RFP was published.

The key contributions that RS Software brought in which led to the success of UPI were primarily knowledge of applied technology. Some of the key ones are as under:

- ❖ Deep-domain knowledge of multi-leg retail payment transactions that are executed in a 4-party model.
- ❖ Hands-on experience in developing API-first, mobile-first architecture that aligns with distributed processing with no single point of failure.
- ❖ Exposure to architecting solutions that horizontally scale from a few mn transactions a month to a few mn transactions a day through horizontal scaling; and then upgrade the transaction framework to support exponential scales of billion-a-day volume.
- ❖ Expertise in true non-blocking micro-service-based architecture and optimal routing of messages along with the implementation of the end-to-end security of information.
- ❖ Designing a solution that supports innovation by providing APIs for all the interaction points so that FinTechs can create on top of the UPI rails.
- ❖ Implementation of clustering, site-specific in-memory replication, and cross-site stream replication to cater to stringent RTO and RPO requirements.
- ❖ Supporting high availability through active-active implementation and then upgrading to multi-active implementation with accentuated criticality of the rails.
- ❖ Knowledge of token/virtual-address-based payment with deep knowledge of tokenization.
- ❖ Continuous research and experimentation on the open-source software that has shown early successes in RS Payments Innovation Lab™.
- ❖ Selection of the right set of open-source software that could scale to country-level operations.

A relentless focus on customer experience, design, accessibility, and convenience has been key to UPI's resounding success.



Worldwide Recognition:
Validated by Global Leaders

The success of UPI in India is inspirational and has resulted in several countries accepting UPI payments and linking their own payments with UPI. Countries like Singapore, Bhutan, Nepal, and a few more have started to accept payments through UPI.

In a November 2019 letter to the US Federal Reserve, Google said it supports inclusive and open digital payments and suggested that FedNow should be an open payment system akin to UPI.

The technology thought leadership provided by RS Software on this exciting journey continues with NPCI reposing its faith and trust in RS' ability to build and deliver public infrastructure in digital payments, as India prepares to scale up to meet the burgeoning adoption of digital payments in the country.

Innovation in payments

The global economy is undergoing a rapid digital transformation that is changing many conventional notions about our behavior and preferences. This includes the way in which we—as consumers, as businesses, or in interactions with government—seek out goods and services and pay for them or how we receive money from others or transfer it to family or friends. As the payments industry undergoes radical changes due to digital transformation, users, providers of payment services, and regulators are adapting to the new dynamics at varying paces.



Competition in payments has increased and is only intensifying, but may paradoxically lead to renewed concentration and an oligopolistic equilibrium. In essence, payments may evolve once again into a concentrated market served by a relatively limited number of providers.

While innovation in the area of retail payments has been prolific, it has not fully transmitted to specific payment streams like international remittances and other forms of cross-border payments, some types of government payments, and business-to-business (B2B) payments. For example, the Committee on Payments and Market Infrastructures (CPMI) reports that cross-border payments lag behind domestic payments in terms of cost, speed, access, and transparency.

Innovations in payments and their consequences on service providers and the overall payments market are also proving to be a unique challenge for central banks in their various statutory roles in payments. The regulatory and oversight roles of central banks are already being challenged by the changes in the structure of the payments market resulting from innovations. Furthermore, innovations may even disrupt the traditional divide between central bank money and commercial bank money, and therefore impact all aspects of the central bank’s mission, beyond its mandate on payments, including monetary policy and financial stability.

Innovation in payments can be characterized on three levels, how it materializes, its structural impact, and how the central bank, as payments authority, needs to adapt.

- The main pillars of innovation in payments include:
- i. changes to the way payment services are linked to an account
 - ii. changes to the systems that process payment transaction
 - iii. changes in the way consumers interact with payments and the business model of payment service providers

Thanks to innovations like mobile wallets or super apps—combined with fast payments, APIs, and other technologies—customers now find it more convenient and less costly to make and receive digital payments, while enjoying a smoother user experience. At the same time, innovations are also redefining business models for payments, which in turn are having far-reaching consequences for the very structure of the payments market.

Payments are probably the financial activity most affected by innovation, undergoing radical changes from various perspectives. This transformation has been prompted by the adoption of new technologies and business models, by the emergence of new market players, and by changes in the structure of the market. This is having a profound impact beyond the realm of payments and is also affecting the real economy. Changes are significant.

- ❖ Payments have become a standalone product, no longer just a supporting function typically offered only by banks, but have become a separate, identifiable service offered by a growing number of providers, including non-banks, exercising downward pressure on fees and margins and upward demand for quality.
- ❖ The consumer experience has been transformed as long-standing barriers or deterrents to the use of digital payments are gradually being overcome, helping meet new demands from payers and payees for increased speed and convenience and lower prices.
- ❖ The purchase experience through app cabs or meal-ordering apps has been totally transformed by making the actual payment process “invisible” from the customer’s perspective.
- ❖ Payments are increasingly becoming a source and provider of data that is critical for differentiation against competitors and for the provision of other products and services, including—but not limited to—those offered by financial sector entities.
- ❖ Innovation in payments has enabled and shaped major developments in the real economy, like the surge of e-commerce—including transactional online services offered by governments—and, in turn, new platform models that have placed additional demands on payment services.

The most conspicuous effects of innovation on the structure of the market have been its impact on competition by opening up the payments market to non-banks, by putting downward pressure on payment service fees, and by making real-time payments the new normal. While new entrants challenge incumbents, innovation could end up having a paradoxical, centralizing effect and a tendency to increase concentration, with the major transformation being the shift of dominant market positions from incumbents to big tech companies. In addition to banks, other payments ecosystem players are deeply impacted by the ongoing changes, and it is especially the case for international and domestic payment card networks and ACH service providers. Government agencies are also significantly affected

by the wave of innovation in payments: for interactions with citizens through the provision of government services and programs that involve making payments.

Innovation in payments challenges central banks in their typical roles vis-à-vis payments; that is, as operators, overseers, regulators, and catalysts for change. They also need to move beyond their typical mandates on payments as innovations continue to redefine money. The combination of traditional and new risks and causes for potential market failures calls for central banks to reassess and renew, not just policies, but also their internal organization, activities and tools, and heighten their level of collaboration and cooperation with authorities and stakeholders.

Technological innovation is at the heart of innovations in financial services, especially in payments. New technologies have enabled the development of new products and services, entry of new providers, and new access modes.



From an analytical standpoint, innovations in payments can be categorized into three main pillars: i) changes to the way payment services are linked to an account; ii) changes to the systems that process payment transactions; and iii) changes in the way consumers interact with payments and the business model of payment service providers.

Pillars of innovation in payments

Changes to links between payments and accounts	Changes in payment processing	Changes in user engagement and business model
 ❖ Digital access to bank accounts ❖ The “prepaid” concept and entry of non-banks ❖ De-linking of initiation or payment from maintenance of account ❖ De-linking of account from payment.	 ❖ Faster payments ❖ Distributed ledger technologies (DLT) ❖ QR codes ❖ Integration with ID.	 ❖ Integration with day-to-day interactions ❖ Invisible payments ❖ Big Data and analytics

Changes in the Way We Pay are Transforming Our Everyday Life

- ❖ For a long time, access to payment services (other than cash) was directly determined by access to a bank account.
- ❖ Operating a bank account became more convenient, but having one was not within the reach of many individuals and small businesses, especially in EMDEs.
- ❖ E-money was revolutionary and has had a transformative impact; it led to the creation of a new payment instrument that could better meet the needs of certain customer segments. More importantly, it opened the market of payment services to non-banks and different business models.
- ❖ The competitive pressure exerted on banks by MNOs and other entities providing e-money accounts and related services has also been transformative, yielding positive results for consumers.
- ❖ Competition pressure by e-money and non-banks also led to a rapid evolution in payment methods: from MNOs offering basic person-to-person money transfers using feature phones, the generalized offering of electronic wallets,15 to “super apps” that have adopted a platform business model.
- ❖ E-wallets and super apps are especially useful in dealing with a major limitation of traditional e-money products: their very limited use for person-to-merchant payments.
- ❖ Tokenization and APIs preserve the role of incumbents while facilitating new entrants; however, other innovations like crypto-assets and stablecoins seek to introduce a more radical disruption.
- ❖ Nevertheless, actual usage of crypto-assets for payments (for example, cryptocurrencies) is still very limited and requires some new types of intermediaries.
- ❖ Central bank digital currencies (CBDCs) are another innovation that has the potential to disrupt the prevailing tiered structure in which banks and other authorized PSPs provide access to transaction accounts.
- ❖ While CBDC should not be seen as a panacea for financial inclusion challenges, some argue that CBDC, especially a retail CBDC, could be especially useful to advance financial inclusion, because users would be attracted to the cash-like safety and convenience for peer-to-peer payments.
- ❖ Introducing a CBDC represents a paradigm shift in the central bank’s imprint in the economy, in addition to the risks and operational costs.
- ❖ Faster payments, already adopted in many jurisdictions worldwide,25 are becoming a game changer for business related payments, both in the form of person-to-person (P2P) and person-to-business (P2B) use cases.
- ❖ Faster payments are also driving change in the payments ecosystem because other value-added services can be built on top of them, like Request to Pay (RTP) schemes.
- ❖ In the case of DLT, its main transformative impact is that it cancels the need for a central system or central authority/trusted third party for digital payments to be made between two parties.
- ❖ QR code technology is proving an effective alternative to expand the digital payment acceptance network, mainly across medium and small merchants.
- ❖ Currently the main challenge for QR codes widespread dissemination and to lowering acceptance costs is the lack of interoperability of most QR code solutions.
- ❖ Use of Digital IDs in connection with payments is the fourth major innovation in payment processing, as it reduces frictions for account onboarding, allows for stronger authentication and supports fraud prevention.
- ❖ Finally, a third pillar of innovations in payments has to do with changes in customer engagement and to the business model of banks and other PSPs for what concerns the provision of payment services.

Thanks to innovations like mobile wallets or super apps—combined with fast payments, APIs, and other technologies—customers now find it more convenient and less costly to make and receive digital payments, while at the same time enjoying a smoother user experience. At the same time, innovations are also redefining business models for payments, which in turn is having far-reaching consequences for the very structure of the payments market.



Blockchain revolutionizing payments

One of the most significant impacts of blockchain technology on the future of finance is its potential to revolutionize payments. Blockchain-based payment systems enable secure and transparent transactions without the use of third-party intermediaries, reducing transaction fees and time delays.

What this means, from a macro perspective, is that blockchain-based payments have the potential to drastically reduce costs of cross-border transactions, making them more accessible and

efficient. Additionally, these systems can improve the accuracy and reliability of payment processing by helping to eliminate fraud and human error in financial operations.

Blockchain facilitates fast, secure, low-cost international payment processing services (and other transactions) through the use of encrypted distributed ledgers that provide trusted real-time verification of transactions without the need for intermediaries such as correspondent banks and clearinghouses.



Blockchain technology was initially used to support the digital currency Bitcoin but is now being explored for various applications that don't involve bitcoin. It further offers the following top benefits:

Removes intermediaries

There is a need for mediators and intermediaries with the current payments system. To make a payment, one has to pass through several intermediaries and authorizations, such as the payment gateway, exchange mode, issuer, etc. Whereas, with blockchain payment systems, one can settle transactions more easily, maintain the authenticity of the transactions without the presence of middle-men, facilitate peer-to-peer transfers or payments, save the transaction data securely and develop a cryptocurrency wallet quickly and use it for payments.

Such advantages of the blockchain payment system have also motivated banks to introduce blockchain transactions in their system to Simplify transactions, Settle them quickly, and eliminate intermediaries from the payment system.

Transparency and security

One of blockchain technology's most significant benefits is the high-level transparency it offers. Details of all transactions that take place via a blockchain network are Stored in the blockchain, Immutable and Visible to everyone.

Hence, while making payments, one need not have to worry about saving any records as they get saved in the blockchain and are kept safe while ensuring the integrity of the data. Since every block contains its hash and the hash of the previous block, they are chronologically linked. Hence, no one can tamper with the records on the blockchain, as any change would be visible.

Safe and quick cross-border payments

Cross-Border payments occur when the payee and the payer reside in different countries. Making cross-border payments has been a problematic area for a very long time, and it faces several challenges. There are numerous intermediaries involved and the present method may reduce the chances of fraud, but it is more expensive due to commissions. The payment processing time is prolonged, as cross-border payments can take one to five days for successful transactions. Also, personal data privacy regulations are not clear.

With blockchain, one can transfer funds from one country to another very quickly. Blockchain payment systems can reduce payment processing time from days to a few hours.

Automation with smart contracts

Automation with smart contracts is a great advantage, especially for people running businesses and companies. Smart Contracts can reduce the payment time, help facilitate instant payments and automate payment flows.

Use cases of Blockchain in payments

Cross-Border Payments

Cross-border payments via traditional payment methods are secure but very expensive and slow. There are numerous intermediaries in the system, which leads to commissions ranging from 3-20% of the amount being transferred. With blockchain, it becomes fast, less expensive and does not any third-party authorizations.

Trade Finance

Trade finance struggles with the vast paperwork of payment records and invoices, bills, credited amounts, etc. And manual errors cause the complete documentation to go wrong. With blockchain payment systems, trade finance paperwork can become more manageable as no manual effort to record the payment details, invoices, and bills would be required, all members can access one single document as blockchain payment systems work as a distributed ledger.

Digital Identity Verification

With blockchain payment systems, the verified credentials of a person can be securely saved in the blockchain, and as blockchain is immutable, the authenticity of the data is also ensured. It will speed up the digital identity verification as the users won't have to put in their verification credentials to make payments repeatedly. It will also give users the authority to choose with whom they wish to share their verification credentials.

Peer-To-Peer (P2P) Transfers

Peer-to-peer transfers enable users to transfer funds directly from their accounts to another person. There are numerous constraints like one can make payments only within a specific region, one has to pay a commission to send a payment outside own area etc. A blockchain-based payment system is decentralized. Hence the security concern can be addressed conveniently. And payment can be conducted worldwide as blockchain doesn't have any limitations geographically and transaction in blockchain occurs in real-time.



Ways blockchain technology is transforming the world of digital commerce and online payments.

1. Decentralized marketplaces
2. Faster payment processing
3. Lower transaction fees
4. Increased Security
5. Greater Transparency
6. Improved Customer Experience
7. Access to Global Markets
8. More efficient Supply Chain Management
9. Micropayments

As more businesses adopt blockchain technology, more innovative use cases will emerge in the e-commerce and online payments space.



Generative AI – Transformational for the Payments Industry



The payments industry for example already uses AI/ML to profile customers, mine data and detect and prevent fraud. Using a generative AI can only add efficiency to these processes by sifting through mountains of data to identify patterns that aid in the analysis and optimization of business processes. Not just B2C, generative AI can also help cash flow processes in the B2B space. It can also help banks with Automation Analytics to automatically

detect patterns and trends in real-time, with no manual intervention of any kind. This would also help with cross-sell and up-sell opportunities.

AI can be trained by the massive amount of accumulated past data to gain insights into payment preferences and fraud patterns. This could help sort out cases that have a very low probability of fraud, potentially reducing friction by not asking users for a second or third factor

of authentication (OTP/secret question) in addition to passwords or captcha. It could also reduce the manual effort of fraud analysts and help to gauge the effectiveness of rules and models – a super-efficient way to stay ahead of fraudsters.

This brings us to the obvious question – how can fraudsters utilize generative AI to stay ahead of new fraud management systems? Generative AI is capable of elaborate BEC (Business Email Compromise) scams that involve among others, phishing scams, false invoice schemes, or email account compromise where the AI can generate a believable email chain using the exact writing style of the person concerned (after studying a small sample set)!

Recently Feedzai decided to test this by asking ChatGPT to write a letter from Amazon customer service to a customer asking for verification of his payment details after which the product would be despatched. The mind-blowing response from ChatGPT even had the following line: “It’s important to let you know that the security of your personal and financial information is of the utmost importance to us, so we take every precaution to ensure it’s protected.” – the perfect phishing scam that many would fall for!

The same Feedzai article also provides the advice ChatGPT gave to banks to protect themselves from generative AI fraud. These included advanced ML algorithms, NLP, monitoring of social media and the dark web for stolen information, authorized usage of generative AI for transactions and communications, multi-factor authentication, employee training, and collaboration with other organizations to share knowledge on fraud trends.

Researchers are already working on tools that can detect if any content was created by generative AI, but here too, the models keep evolving and today’s tools may not work tomorrow. Regulation is imminent, and when asked about this, ChatGPT wrote, “Regulating AI models like ChatGPT involves creating guidelines and standards for their development, deployment, and use”. ChatGPT apparently uses data till 2021, however, Microsoft’s integration of ChatGPT with Bing may bring the AI up to date. While quality and quantity of data are important, so are IP rights and data protection. Either way, the regulation must not be restrictive among jurisdictions. It is important to have an international consensus about the principles to be used

for drawing up the regulatory framework. The U.S., the U.K., and many other countries including our own NITI Aayog in India are currently discussing these principles. If used properly, generative AI can be transformational for the Payments industry.

Beyond just helping firms uncover new opportunities based on an improved ability to process and generate insights from vast troves of data, generative AI applied to business processes can also help boost revenues through increased personalization of services.

By leveraging different types of AI, companies can unlock insights into consumer behavior. Based on predictive modeling around purchase patterns and more, businesses will be able to provide forms of payment that are more meaningful and increase conversion. For years some sort of AI and ML has been used to drive capabilities across financial technology and payments, it still has its limitations when compared to new large language model-driven algorithms.

From a payment standpoint, the technology can accelerate optimization of routing to ensure there are greater approvals, drive cost control across an ecosystem, and transform fraud prevention and risk-related controls.

However, the biggest influence of AI will be its ability to optimize the customer experience in a way that increases conversion by creating efficiencies across the payment occasion even from a cross-border standpoint.



Management Discussion & Analysis



Revenue Opportunities & Sales Performance

How did RS Software perform in FY23?

FY 23 has been a year of significant sales efforts with existing clients and prospecting with new prospects, in all of our focused geographies, and opening new markets with our partners. Our partnership strategy is being reinforced and will continue to be an important part of our growth in the coming years. India has become a global leader in the adoption of digital payments, and we continue to play an important role for India to achieve such phenomenal success. No wonder that the largest revenue contributor for us in FY 23 is India, while the largest pipeline value built is in geographies outside of India.

During FY23, we maintained our focus on the execution of our business strategy for products and key offerings, go-to-market and sales execution, delivery fulfilment and efficiency in our execution. All of this translated into improvement of quality of revenue and margins, and it has positioned us well for revenue growth and improved margins in FY24 and beyond.

We have achieved good success in walking the fine line between achieving financial stability and building our capabilities to pursue growth opportunities.

Major milestones achieved:



Product based revenue at 50%+ in FY23



Breakthrough in helping to build the foundation, that will help the largest economy in the world, The United States of America, to accelerate its adoption of real-time payments



Support costs stabilizing now at about half of when the pandemic started



Gross margin/contribution for FY '23 at 2 times of when the pandemic started



Operating loss in FY23 down by 30% YoY



Cash loss for the year on 31st March '23 down by 50% YOY, reduced to just about 20% of when the pandemic started



Quarter-4 returned to profitability

RS Product suite gaining traction

We found healthy traction with prospects for our RS DigitalEdge™ product and are confident of converting this traction into new clients acquisition and revenue growth. This product has potential to meet requirements both at central infrastructure, and also in implementing use cases to monetize modernized digital payment infrastructure; and that too both in emerging economies and the developed world. We are responding to some key opportunities in the US and Canada.

RS DigitalEdge™ - Innovation at central infrastructure

We successfully closed a significant contract in the US. RS DigitalEdge™ will deliver the following advantages to our client:

- ❖ Ease of integration for banks' and TSPs' systems to the RTP platform through REST APIs
- ❖ Ease of integration between banks and fintechs using Common Standard REST APIs for Payment Initiation
- ❖ Enabling external stakeholders to consume the central infrastructure's underlying mission-critical systems through Services Standardized Service Interface
- ❖ All of these will accelerate adoption of RTP.

RS DigitalEdge™ - The overlay layer to monetise modernized payment infrastructure

RS DigitalEdge™, as the Overlay layer, has been positioned to enable vertical solutions build. The first use case is for Insurance companies to substantially lower their cost for claims pay-out by using real-time payments and ISO 20022 data. This will be executed through our partnership in Canada. Our solution will deliver the following results to the Insurance companies:

- ❖ End-users will receive their claims immediately
- ❖ Cost of real-time payment processing will be comparatively lower than checks
- ❖ ISO 20022 message protocol will allow reference data to flow along with payments to enable a far more efficient reconciliation and business process automation
- ❖ Insurance companies will benefit from much higher predictability and real-time ability around its liquidity.

RS RTPS™ and overlay technology stack for modernizing central payment infrastructure

We have created a high-quality, high-value proposition and gained the mindshare of potential large customers that are seeking modern central payment infrastructure solutions, either through modernization of their existing payment systems or by building a new central payment infrastructure, with one of more of our premium products for such central payment infrastructure – RS RTPS™, RS DigitalEdge™, RS BillAbhi™ and RS IntelliEdge™.

Along with our partner in the Middle East, we responded to a RFI for a large deal. We have been shortlisted as the best technical solution for the implementation of a 4th generation central payment infrastructure with the following solution components:

- ❖ Real-time Payment platform using RS RTPS™
- ❖ Overlay layer for enabling value-added services using RS DigitalEdge™
- ❖ Bill and Invoice Payment as one of the first value-added services using RS BillAbhi™
- ❖ Fraud and Risk Management solution encompassing all transactions on this central payment infrastructure using RS IntelliEdge™.

Partnership to leverage the major growth opportunities in the fastest growing digital payments market India with our product ConnectEdge™

We have signed up a strategic partnership with one of the large PSPs for offering the RS ConnectEdge™ platform for the India market to process UPI and BBPS transactions for the banks and fintechs. RS Software's revenue will be dominant through a revenue sharing model over 5 years. The platform will go-live in FY24, and we expect the first set of customers to be on-boarded soon post go-live.

RS IntelliEdge™ - Innovative technology stack to build fraud and risk management in digital payments

We found healthy traction in the India market for our RS IntelliEdge™ product. We are confident of signing at least one or more large deals in FY24 for RS IntelliEdge™.

We are in discussions with multiple customers – central infrastructure and banks - in India and other global markets for RS IntelliEdge™ as leading-edge fraud and risk management solution. Several banks are showing interest in the value proposition of our product. Our product will help the banks fight potential frauds in real-time payments, give the bank more control to address fraud across multiple channels, and cover account level profiles.

Partnership strategy key component of growth strategy

Our partnership strategy has been validated and is rewarding us. All three of our go-to-market partnerships have already started yielding revenue and/or opened more than half a dozen significant opportunities in the US, Canada, Europe and India markets.

What were the principal challenges faced at the start of FY 2022-23? And how were these addressed?

The combination of partnership and product lead strategy has resulted in slower sales cycle, but the big positive is high number of market opportunities, resulting in sales pipeline value that we have not seen before. FY23 witnessed the highest number and value of opportunities and contracts involving RS' products, and each of these contracts needed a significant amount of discussion and negotiation to finalise the commercial structure and contractual clauses pertaining to ownership of intellectual property.

What/Where has been our primary focus in Sales & Marketing activities during FY 2022-23?

RS Software has strategically invested and spent significantly considerable time in the RS Payments Innovation Lab to hone the business and technology architecture that can maximize the depth – the reach of the modernized rails and the breadth is distinct use cases powered by the modernized rails. For mission-critical payment systems of any client, these assets drive the payment modernization agenda by addressing the demand for shared digital infrastructure.

The key focus for sales and marketing in FY23 was to leverage these capabilities to address market demand with product-led solutioning. The culmination of payment domain expertise built over three decades, open-source technology experience, and passion for innovative approaches to develop scalable, resilient, and secure solutions, which help us develop the most strategic assets of our portfolio.

The Sales team focused on creating a quality pipeline of opportunities driven by recurring revenue models over a sizeable duration. The sales execution and productivity were focused on ensuring the overall efficiency of the sales and marketing efforts. It led to building more than half a dozen sizable new opportunities, which are currently being pursued and are related to mission-critical payment systems for central infrastructures and financial institutions.

Our Marketing efforts were focused on positioning each of our products through RS Software's website, posts on multiple social media channels, our 'followers' on LinkedIn, etc., and through reputed bodies such as Nasscom. All marketing efforts are towards generating leads and new opportunities.

What does the Sales function expect to achieve in 2023-24?

We expect to achieve the following results in 2023-24:

- ❖ We will continue to cross-sell and grow at one of our large customers in India in the areas of FRM through our product RS IntelliEdge™ and enhancement of many of their central infrastructure payment rails.
- ❖ We expect to launch the next enhanced version of our RS IntelliEdge™ to meet very high scalability of digital payments in FY24. This enhanced version of RS IntelliEdge™ will be one of the key sources of revenue for RS Software over the next 3 years.
- ❖ We expect to launch the next enhanced version of RS DigitalEdge™ to accelerate adoption of real-time payments (RTP) in global markets where the central payment infrastructure is working with legacy technology stack. It will also address key use-case(s) for RTP for Insurance companies in Canada and US, where we are pursuing significant opportunity.
- ❖ We have partnered with a large player to launch our RS ConnectEdge™ platform, for the India market. The platform will enable banks and fintechs to experience seamless onboarding and process UPI and BBPS transactions.
- ❖ We see potential opportunities along with our partners for our products RS DigitalEdge™, RS IntelliEdge™, RS BillAbhi and for our solution accelerators.
- ❖ For the Acquiring and Acceptance segment, our Payabbhi® platform is gaining traction in the US market, where we are offering along with our partner.

Overall, we see growth opportunities in multiple global markets, including US, Canada and Europe, in the areas of payments modernization and providing overlay services/solutions, all of which can be addressed through our product suite.



Innovation

What has been the primary focus during FY 2022-23?

The innovation and competency building process is both strategic and key to achieve the company's transformation to the new enhanced strategy and its implementation. FY 2022-23 validated global interest in all our products that are MVP ready. The company has focused on building expertise, products and solutions to address the growing demand for payments modernization globally. Majority of our efforts in innovation in FY 2022-23 were primarily centred around fine-tuning RS DigitalEdge™ to make it more fungible and enhance the Overlay Service Layer to address additional use-cases in the US and Canada geographies, enhancement of Payabbhi®, supporting our Sales and Marketing teams with details to enhance the positioning of each of our products, and enhancing the RS Payments Universe portal. Importantly, new initiatives have been added to include work in hyper scalability AI/ML technology.

Products

Many of the products that have been developed in the RS Payment Innovation Lab are now successfully installed at our global clients, including in India. Many of these are being continuously enhanced and upgraded.

RS IntelliEdge™, implemented as an Enterprise Fraud Risk Management (EFRM), is already running successfully, pan-India. EFRM was benchmarked for 2,000 transactions per second (TPS). With large adoption of digital payment in India, the transaction volume grew at multiple times the rate at which it was expected to grow. With horizontal scalability, the EFRM platform scaled without degradation by more than 300% and supports ~ 6,500 transactions per second. With 11.3+ bn transactions scored in May 2023, it now needs a new architecture for further scalability. During FY 2023-24, we will be upgrading the architecture of RS IntelliEdge™ such that the product can support 40,000 TPS, with active-active deployment setup.

We also plan to enhance the functionality of RS IntelliEdge™ to score cross-channel transactions, along with customer account profiling, to enable fraud and risk management for banks.

RS BillAbhi™ is now a globally competitive product and further enhancements are being made to create a differentiating proposition for both developed and developing economies. With accelerated adoption of RTP, electronic invoice and bill presentment and payment (EIBPP) becomes a compelling use-case of RTP bolstered with Request-for-Pay message construct. RS BillAbhi™ can support Request-for-Pay and complies with ISO 20022 protocol.

RS RTPS™ is now ready and upgraded, enabling us to participate in the global faster payments arena where ~ 70 countries are at some point of their faster payments journey. We are seeing traction in multiple geographies to implement payment modernization for real-time payments. We see opportunities where we can leverage certain components of RS RTPS™ as point solutions or 'accelerators' to meet customers' requirements.

RS DigitalEdge™ is a new product of our RS Payment Innovation Lab, focused on combining Digital Overlay Service layer with enablement of real-time Payments. This solution has generated



significant interest in most customers' minds as it can help central infrastructures, banks/financial institutes, and PSPs in their payment modernization journey. It can significantly simplify API-as-a-Product that banks strive to offer as part of their PSD2 and Open Banking initiatives, as well as unify the upstream services from central infrastructure rail providers without compromising on speed and quality.

Payabbhi®, our solution for Merchant Acquiring and Acceptance and for accelerating Commerce, has attracted attention of a few large PSPs in the US market, as they clearly see the differentiation that product brings vis-à-vis most acquiring and acceptance platforms. The product is being enhanced to make it Cloud agnostic.

RS Payments Universe™

The RS Payments Universe™ portal from the RS School of Payments™ continues to serve as a knowledge management and collaboration platform for all RS Software employees. In addition to providing up-to-date information and trends on the payment's domain, technology, regulation and related subjects, there is a white paper section that features articles containing novel and innovative thoughts and ideas authored by RSites on the various developments in the payment's world. These thought leadership articles communicate deep insights and demonstrate the payments domain expertise and know-how that position RS Software as a leading expert and consultant in the payment's world. We have enhanced our coverage on social media and other channels of digital marketing to share our thought leadership in the payments industry, as it chases payments modernization.

What are your future plans for FY 2023-24?

We will continue to innovate in the RS Payments Innovation Lab to build faster switching capabilities and will further innovate using Artificial Intelligence (AI), Machine/Deep Learning (M/DL), and Distributed Ledger Technology (DLT) to ensure efficient and effective fraud detection through RS IntelliEdge™. We will enhance our R&D efforts in hyper scalability, Digital Ledger Technology, CBDC and Overlay Service Layer. The journey continues to pursue our vision of building *Payments at the Speed of Thought*.



What were the major achievements during FY23?

The Q&B process has been strategic to the company since its inception, and the company has pursued global benchmarking all thru its existence, of its process architecture. Over the years, the company has built a robust Process Architecture which has enabled RS Software teams to deliver high quality Products and Services to our customers.

In FY23, we continued to finetune elements of our Process Architecture and standards through the following actions:

- ❖ Certification of ISO 27001:2013 and ISO 9001:2015
- ❖ Migration of processes from Services to Product based offerings and services
- ❖ Identifying and mitigating risks across processes and projects
- ❖ Identifying and implementing business process automation to enhance productivity
- ❖ Developing a thorough understanding of project dynamics by detecting points of failure and generating alarms
- ❖ Conducting weekly reviews of project reported metrics and customer status reports
- ❖ Conducting defect and root cause analyses
- ❖ Organizing 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
- ❖ Security Standard certification for payment platforms.

What are your plans for FY24?

As the company is quickly transitioning to offering products and platforms in addition to services, Quality and Benchmarking (Q&B) function will pay particular focus to the following in our execution in FY24, some of which are a continuation of the efforts in FY23:

- ❖ Enhancement of business processes to a dominantly Product focused organization
- ❖ Business process automation to drive productivity
- ❖ Align the data and information security processes with industry best practices
- ❖ Enhance the company's process-oriented culture through continuous awareness programs
- ❖ Introduce defect metrics and causal analysis for products and platforms
- ❖ Benchmark product development to global standards.

What were some of the employee-focused key initiatives taken by the company?

RS Software has taken the following key initiatives towards greater employee focus:

- ❖ The organization focused on attracting and retaining talent. Our efforts towards hiring covered both fresh graduates from reputed Engineering colleges and experienced professionals. Together, we hired 40+ new employees in FY23.
- ❖ The company is successful in attracting high-performing ex-employees who are keen to work in high quality digital payments that the company is engaged in. This reflects the brand of the organization and the value these personnel see in RS Software in terms of learning and growth.
- ❖ The organization focused on competency development of the individuals in the areas of:
 - i. Payments domain: Real-time Payments, Overlay Services, Fraud and Risk Management, Bill and Invoice Payments, Merchant Acquiring and Acceptance, Alias Management, Reconciliation and Settlement, etc.
 - ii. Technology: Primarily in scalable design and architecture principles, Java (full stack), opensource technologies used in our products
 - iii. Processes: Product development, service delivery management, Agile, quality management
 - iv. Soft Skills: Primarily communication and client engagement
- ❖ The organization moved from a dominantly work-from-home (WFH) model that was adopted during Covid time (April 2020 to December 2022) to the hybrid model (partly WFH and partly from RS Software's office) where every person is expected to work in-person from RS Software's office at least 2 days a week. The leadership team and managers set an example by working from RS Software's office every day.

A weekly roaster policy has been implemented to enable the hybrid model, ensuring that every project and process/function have resources in the office when they are needed. HR processes have been enhanced to ensure all elements of human touch are in place while working in the hybrid model. All of this, together, has helped improve employee engagement, employee morale and the overall productivity of our workforce.

- ❖ The RS Club activities have been started to ensure employee engagement.
- ❖ We implemented additional risk management processes to ensure effectiveness of 100% availability of infrastructure to support delivery, operations, and innovation. Employees now have more direct access, in-person or remotely, to support function teams for faster and better service levels.



How did you ensure communication with employees during FY23 when the working mode is 'hybrid'?

Our workforce operated in a hybrid model in FY23. A weekly roster policy was implemented to ensure managers have the right mix of resources working from our office and the remaining from home, such that every project is well equipped to be delivered to our customers on-time and meeting their requirements.

During the fiscal, we ensured employee communication using the following execution framework:

- ❖ We invested in an organization-level collaboration platform which all our employees adopted to engage with each other for all forms of communication – email, audio and video calls for 1:1 and team discussions. This had a very positive effect in terms of our teams' productivity, and it also improved our engagement with clients. The collaboration platform also helped in bonding our employees far more effectively.
- ❖ The leadership team engaged not only with the line managers but also with the second level of management on a weekly basis. This was consciously done through in-person meetings and not using online modes of communication.
- ❖ Employee touch points were created to ensure employees can connect with HR anytime.
- ❖ The operational leaders in our Innovation, Delivery and Support functions had weekly meetings with their teams to not only manage the business execution, but to also share progress updates of the company and seek their teams' inputs related to day-to-day operational aspects. Here again, the collaboration platform was widely used for open and seamless communication to ensure each team's effective execution on client-facing projects and internal organizational initiatives.
- ❖ The CEO and the executive management team had skip-level meetings to drive a culture of open communication and employee participation at all levels. This helped in improving the people management skills of all team managers in the organization and the overall employee morale and satisfaction.

What are the key practices in HR that are helping the company to achieve the goals set by the transformation the company is pursuing?

The following HR practices are helping the company significantly in achieving the transformational goals that we are pursuing:

- ❖ HR is enabling continuous employee engagement, across all leadership levels, through digital channels and tools, and through in-person interactions and focused sessions.
- ❖ There is a special focus on training and building competencies that are directly aligned with the company's business plan. The competency building plan takes into consideration the performance, strengths and capabilities of every individual, the existing team composition, and the employee's career growth aspirations. Highly knowledgeable and key leaders in the company are directly involved in driving this focused exercise, and the same is assessed each month for effectiveness and results.

- ❖ The performance management system has been refined to ensure better individual and team performances contributing to the company's business goals and ensuring retention of quality talent. We have taken judicious calls in deciding the accountability structure for each of the following key areas:

- Organization and team goals - financial and non-financial
- Project delivery to clients – therefore, client delight
- Innovation and product development
- Self (employee) development

- ❖ Overall, we have established a combination of people, process and performance-oriented culture, that recognizes the strengths of our human capital and also the company's needs towards its business plans, and with a commitment to achieve a win-win result for the organization as a whole and every employee.

What are HR's plans/goals in FY24?

We have developed a healthy sales pipeline and we expect quality revenue growth in FY24. To help achieve our business goals in FY24, we have laid down the following key plans for HR, which will be evaluated every month vis-a-vis target KPIs and defined metrics:

- ❖ Talent acquisition: Taking into consideration the projected employee strength month-on-month, we plan to attract and hire experienced professionals, dominantly with qualifications in computer science or engineering and with relevant experience, across multiple roles in our Innovation/Products and Delivery organizations. The talent acquisition process, including channels and partners, evaluation methods, and onboarding and training have been customized to meet the target numbers for fulfilment in each quarter. We have on-boarded a set of highly reputed partners to recruit quality talent.
- ❖ Talent management: Ensuring a right hire and allocation of the right role, competency building, managing employee performance, talent mobility, HR practices and policies, and effective employee engagement, together, will drive our end-to-end talent management.
- ❖ Induction program: We believe that starting right through a high quality, effective induction helps ensure better employee performance, employee retention and employee morale. In view of this, we have enhanced our employee induction program keeping our fulfilment plan in mind, and therefore customized the agenda and its execution to be able to meet our FY24 goals. We are effectively leveraging RS School of Payments and our knowledge repository in this initiative.
- ❖ Employee morale and satisfaction: Our objective is to continue to develop a high-quality workforce that is fully engaged and actively participates in the company's pursuit of its strategic growth. For this, we believe employee morale is key, and therefore we have defined employee engagement on a continuous basis to be one of the key KPAs for HR and every member of the senior leadership team. Through this initiative, we are also targeting a higher retention of our talent, which will also yield better returns over the coming years.

Marketing and Branding initiatives taken in FY23



What were some of the marketing and branding initiatives taken by the company?

Participation in important international and national marketing events in the Payments domain

- ❖ At the international level, RS Software participated in the SIBOS event in Netherlands, which is a globally acclaimed financial services event organised by SWIFT. The event gave our executive and sales team an opportunity to connect with thought leaders from across the industry and thus increase our network and reach. RS Software had an opportunity to showcase the company brand and highlight its competency in real-time Payments.
- ❖ At the national level, RS Software was a sponsor at the Fraud & Risk Summit conference held in Mumbai. Attended by banks and non-banking financial institutions, this was a platform to discuss ways to combat increasing fraud cases in the financial sector. Our management team took this opportunity to speak about our product RS IntelliEdge™, highlighting the company's innovative fraud and risk management solution. RS Software also hosted a booth at the event where delegates could connect with our team and learn more about the product. Numerous participants utilised this occasion to learn more about the solution and how it may benefit their organisation. This was also a platform to have preliminary first-time meetings with banks and non-banking financial institutions.

RS Software at Nasscom major SME platform

- ❖ RS Software's digital capabilities were showcased by Nasscom through a report on 'India's Tech SMEs: Rising in the Global Digital Arena'. Twenty detailed case-studies showcased digital tech capabilities and talent excellence of SMEs, and RS IntelliEdge™ was amongst one of those featured.
- ❖ A member of our technology leadership team participated as a panellist in the Nasscom organized session on Women in Technology, conducted at the EY premises. Our spokeswoman spoke on going towards a cashless India with recent go-digital trends, PaaS (platform-as-a-service), cloud and adaptive AI.

Branding at RS@Infinity

Fiscal FY23 also saw RS Software relocating to a new location (office) - RS@Infinity. The reception and main area, through which employees and visitors walk-in, was appropriately branded with designed posters highlighting RS Software's achievements over the years and laid great emphasis on the vision of the company – Payments at the Speed of Thought. This important branding exercise was also carried out keeping in mind the new associates of RS Software who we planned to hire during the fiscal and going forward.

What are the different marketing tools used by the company and what benefit is it bringing to the table?

The corporate website serves as a strong marketing tool and was completely enhanced and revamped in April 2022

- ❖ During the fiscal, there was ~ 90% increase in new visitors vis-à-vis returning ones.
- ❖ We experienced a significant increase in the number of specific visits from prospect companies, countries and competitors with whom the company was involved in business related discussions. Marketing team helped the Sales teams with all relevant research and data-points to help understand the areas the prospects are visiting, and hence preparing them to pitch accordingly.
- ❖ We had high profile visitors from 25+ global 500 companies, and several more from top global Payments organizations, which is a clear reflection of the results of our outreach and branding efforts.
- ❖ Website traffic data shows there has been an increase interest in RS' products RS RTPS™, RS RealEdge™, RS IntelliEdge™, RS BillAbhi™, RS DigitalEdge™ and Payabbhi®.
- ❖ Website visitors were linked to our sales efforts towards business growth. During fiscal FY23, the company received queries for at least six new business opportunities from across the globe (including India), which the Sales team is currently pursuing.
- ❖ The website was also a tool to attract potential employees. During FY23, we received 300+ applications against open positions.
- ❖ Series of blogs and white papers were published.



RS Software gains a large following on LinkedIn – 20,000+ followers and increasing everyday

The next important marketing tool is social media, comprising LinkedIn, Twitter, Facebook and Instagram, and we made an impact significantly.

- ❖ On LinkedIn, our follower base crossed the 20,000 mark, with a significant percentage of them being 'wannabe' employees, thus establishing their faith in our brand.
- ❖ With respect to our posting on our products, focus was given on specific individuals and companies and events, to ensure an increase in reach and brand.
- ❖ We improved our messaging style to denote our thought leadership skills.
- ❖ During the fiscal, there was a marked improvement in visitor/follower engagements in the form of likes, reposts, and comments.
- ❖ We initiated a practice of creating a monthly database of all our followers on LinkedIn to identify potential customers and employees and following up with them.
- ❖ We experienced an increase in website traffic visible through social media posts.

What are the few marketing initiatives planned for in FY24?

- ❖ Our company's website will be repositioned aligning to our corporate strategy with more focus on our products.
- ❖ To ensure a better capture of business leads, landing pages will be developed to use on social media and email campaigns.
- ❖ We are defining a plan and process to follow up with LinkedIn followers. We will implement it in FY24.
- ❖ We will participate in multiple technical forums and marketing events such as SIBOS, Money 20/20, and Nasscom Product Conclave as part of our continued efforts to increase our network and reach to position our products and offerings and achieve revenue growth.

Finance

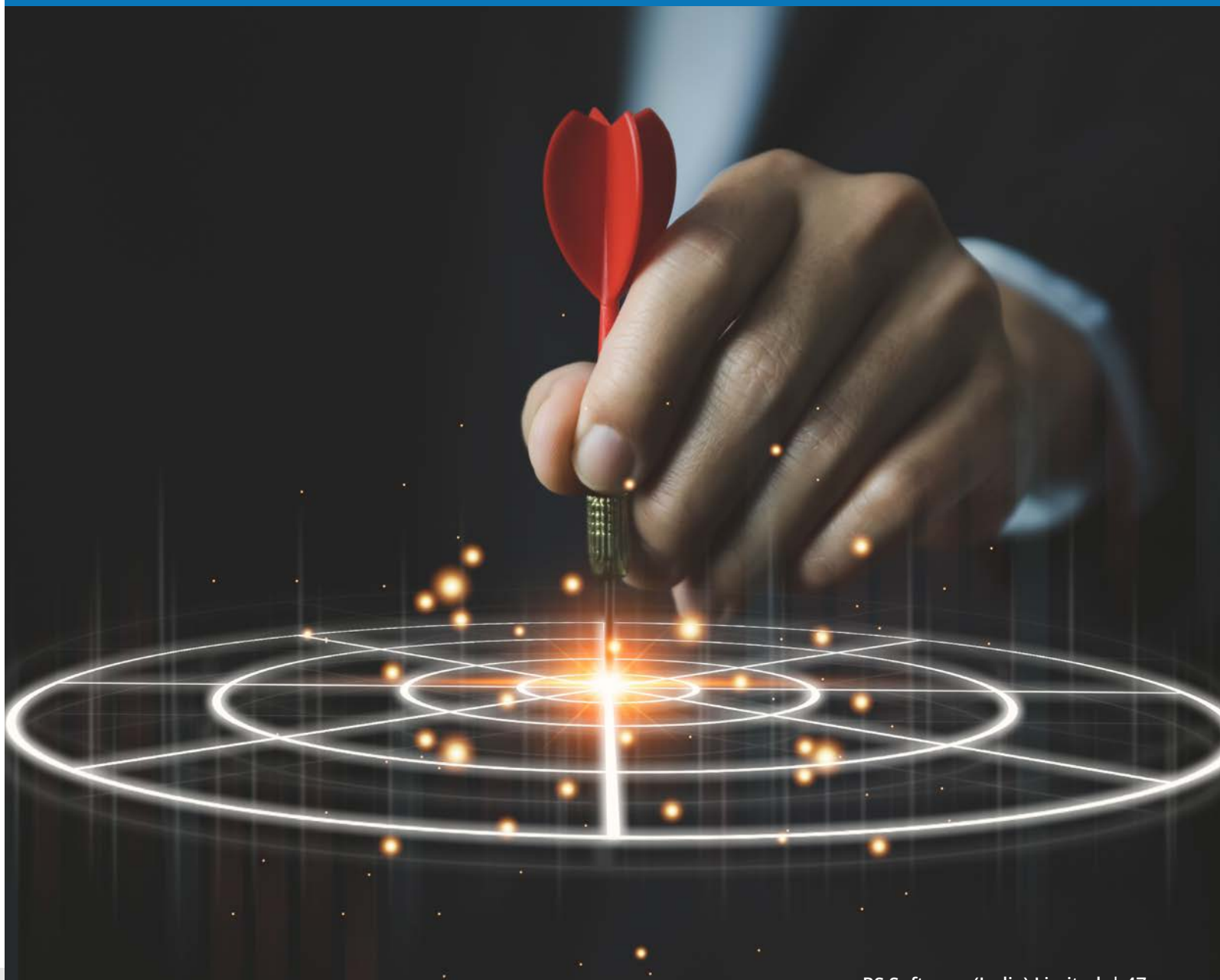
What has been the biggest challenge for the finance process in FY23?

To augment resources with a cash flow focussed strategy that complements the growth strategy of the company.

To meet the cashflow focused strategy that does not compromise on the growth strategy of the company.

How did you meet the challenge?

- ❖ The Finance team focused on multiple areas and has adopted a strategic cost structure that would meet the short-term requirements of the company, while focussing on the longer-term strategy.
- ❖ The Finance Team leveraged its receivables from various stakeholders.
- ❖ The Finance team was vigilant on careful allocation of budgets and tracking cost productivity at all levels in the organization.
- ❖ The Treasury management continued to be in focus, while meeting all the statutory requirements of a public listed company.



Risk & Response



With consistent financial losses for the past 5 years, what is the viability of the company's ability to stay in business?

The company's ability to stay in business and pursue growth strategy is built on six solid performance metrics

- ❖ The company has healthy cash reserves
- ❖ FY 23 quarter 4 returned to profitability
- ❖ The company's 1 bn rupees investment over the last 6 years in its product suite is gaining traction in major markets globally
- ❖ Starting FY 24 with sales pipeline not seen for years
- ❖ The company's talent attraction brand is starting to show good results
- ❖ The company's strategic partnership approach is demonstrating success

What are the Internal control systems in place and the governance for its implementation?

The twin combination of Company's quality audit system, and financial audit system continuously monitors and ensures that all assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. Essentially the key principles of ESG are being worked upon. The Board of Directors is deeply engaged in ensuring high governance standard in all areas of the company.

People are the largest asset, how do you ensure people being current in their knowledge to contribute to the growth of the company?

The Company is focused in continuously enhancing its knowledge repositories, built over the past 30 years, and ensuring the culture of Innovation is reinforced across the organization. This is evidenced by the high mission critical work that the company continues to do for its clients in India and global markets. RS School of Payments and RS Payments Innovation Lab are the key pillars for the growth of our people,

- ❖ The organization is focused on competency development of the individuals in the areas of:
 - Payments domain: Real-time Payments, Overlay Services, Fraud and Risk Management, Bill and Invoice Payments, Merchant Acquiring and Acceptance, Alias Management, Reconciliation and Settlement, etc.
 - Technology: scalable design and architecture principles,
 - Processes: Product development, service delivery management, Agile, quality management
 - Soft Skills: communication and client engagement

Are there regulatory risks in your industry?

Yes, the payments industry is going through major transformation, which is making the regulators very active, sometimes proactive, and sometimes reactive. Fortunately, all this is positive for the growth of the payments industry, creating a larger market opportunity.

Can you please explain the Cautionary statement made by the company?

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.



Board of Directors



Raj Jain
Chairman & Managing Director

Raj Jain is a visionary entrepreneur, with a commitment to transform humanity in both developed and emerging economies, through the power of digital payments. He founded RS Software that pioneered IT outsourcing from the eastern region of India in 1991 with the goal of providing quality software services to international markets. Since 2015, the company is exclusively building India's digital payments infrastructure, transforming the lives of billion+ people, under his vision and guidance. Raj is passionate for India to lead globally with the unprecedented adoption of secure digital payments and committed to help India be a global leader in digital payments.

His management style is to lead from the front and his work around the world has provided him with a solid understanding of and appreciation for the diversity of global business and culture. He utilizes his significant professional and personal networks to bring the best of talent availability, whether as access to industry SMEs, consultants, employees, independent contractors, all of who become a seamless part of world-class team to support RS Software's vision of being the global leader in providing technology solutions for the electronic payments industry.

He served as Chairman of NASSCOM in 1999 and was acknowledged by Ernst & Young as one of the top 20 Outstanding Entrepreneurs of the Year. Raj Jain's global vision, diverse talents and leadership traits have given him the opportunity to be a pioneer and an entrepreneur in business and for institutions focused on individual and professional growth. He is committed in making this world a better place to be, providing leadership to global organisations like YPO, both in Silicon Valley and globally. YPO organization has served as major resource at various stages of RS Software's corporate journey. He has been a part of speaker circuit in global forums and at universities. Raj received his BS and MBA degrees in the United States, began his professional career in United States, and has demonstrated his zeal for combining global resources that create business opportunities, including the entrepreneurial conception of RS Software.



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 recognised 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) recognised him with a Lifetime 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.

Until recently, Mr. Ramaraj was the Chairman of Villgro Foundation, an Incubator for social enterprises and a Member of the Board of Governors of the Indian Institute of Management, Calcutta.

He 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 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



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 mn 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 an undergraduate degree in English Honours, Masters degree in English from Delhi University and an associate degree in Mass Communication.



C S Mohan
Director

Ram Mohan is the Chief Strategy Officer of Identity Digital, the second largest internet domain name company in the world, where he works closely with the CEO, board members and executives to achieve the company's long-term vision. Prior to this, he was the COO of Afiliias, a domain name registry infrastructure company, leading it from its founding to significant business growth and success, resulting in its acquisition by Identity Digital in 2020.

After immigrating from India at age 22, Ram worked at Unisys Corporation and First Data Corporation before joining Philadelphia's first Internet startup firm Infonautics Corporation in 1995, eventually becoming their CTO and helping them list on the Nasdaq stock exchange in 1996. Ram was a founder of the technology behind TurnTide, an anti-spam company acquired by Symantec (a provider of internet security) in July 2004. He served on the Board of ICANN, the global non-profit that oversees the Internet, from 2008 to 2018. He currently serves on the Board of the World Affairs Council of Philadelphia and several startup companies.

A cybersecurity expert, he co-founded the Security and Stability Advisory Committee at ICANN, which provides advice on major threats to Internet infrastructure. He is an inventor on seventeen U.S. patents for his work in Internet technology. Ram was the recipient of the Philadelphia Business Journal's '40 Under 40' award, InfoWorld's 'Top 100 Technology Leaders' award, a CIO100 honoree, and Guinness World Record holder (2018).

He completed his BS in Electrical Engineering and his MBA in India before working on his MS at Drexel and post-graduate coursework at Harvard

Senior Executive Profiles



Raj Jain
Chairman & Managing Director

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His management style is to lead from the front and his work around the world has provided him with a solid understanding of and appreciation for the diversity of global business and culture. He utilizes his significant professional and personal networks to bring the best of talent availability, whether as access to industry SMEs, consultants, employees, independent contractors, all of who become a seamless part of world-class team to support RS Software’s vision of being the global leader in providing technology solutions for the electronic payments industry.

He served as Chairman of NASSCOM in 1999 and was acknowledged by Ernst & Young as one of the top 20 Outstanding Entrepreneurs of the Year. Raj Jain’s global vision, diverse talents and leadership traits have given him the opportunity to be a pioneer and an entrepreneur in business and for institutions focused on individual and professional growth. He is committed in making this world a better place to be, providing leadership to global organisations like YPO, both in Silicon Valley and globally. YPO organization has served as major resource at various stages of RS Software’s corporate journey. He has been a part of speaker circuit in global forums and at universities. Raj received his BS and MBA degrees in the United States, began his professional career in United States, and has demonstrated his zeal for combining global resources that create business opportunities, including the entrepreneurial conception of RS Software.

With his wealth of experience and a deep understanding of digital payments, technology land operational excellence, Milind plays a pivotal role in driving RS Software’s strategy and revenue growth, streamlining processes, and fostering a culture of innovation and efficiency. He is responsible for developing and executing the company’s operational strategy for offerings and product development, go-to-market and sales, fulfilment and delivery to our customers, and several support processes. He plays a key role in enabling the company’s successful geographic expansion, defining strategic plans, ensuring operational readiness and its execution to achieve market penetration and the company’s growth. Milind fosters and leads a culture of strong cross-functional collaboration, innovation and effective communication and coordination across all these teams, aligning them to meet the company’s business objectives. He works closely with the executive team to define operational goals, implement best practices, and ensure efficient resource allocation to drive growth, operational efficiency and effectiveness, and profitability. Recognizing the importance of technology in the digital payment landscape, Milind has championed the adoption of emerging technologies like AI through cloud computing and innovative solutions for the company’s product offerings. He has led the implementation of digital transformation initiatives, leveraging technology to enhance operational processes, customer experiences, and competitive advantage.

Prior to RS Software, Milind was the Executive Vice President, Sales at Ingenico ePayments, India. Earlier, he served as the Country Head, India for Ellucian and prior to that, was associated with Tata Consultancy Services in multiple leadership roles like Head of Strategic Solutions, Head of Global BPO and Chief Information Officer. Milind received his Masters in Computer Science from Marquette University, USA.



Milind Kamat
Chief Operating Officer

Milind Kamat spearheads the Strategy and all Business Operations of RS Software Ltd, as the Chief Operating Officer (COO). Milind brings in an exemplary career track record spanning 30+ years in IT Services, and particularly in Digital Payments, spanning international and domestic geographies and roles. His rich experience includes developing and executing new offerings and growth strategies, and leading large-scale BUs and high-performance sales, products, delivery and operations teams to achieve enterprise transformation, strategic growth, customer delight and profits. Some of his achievements have been in driving 20x revenue growth in 5 years for a Payments platform, building a BPM business ground-up worth a quarter billion dollars within 3 years, setting up a new team to enable revenue growth in excess of a billion dollars through large deals in North America, and building and managing a strategic global account worth a quarter billion is revenue.



Vijendra Surana
CFO and Company Secretary

Vijendra Surana has extensive managerial experience in the Finance, Accounting, Corporate Law and Capital & Treasury Management areas. His more than 28 years of corporate

experience has helped to build a comprehensive understanding of the financial needs of an organization, strategies and tactics required to ensure business continuity for customers, and corporate governance, practices which build a strong foundation for all statutory compliances.

His experience and qualifications make him adept at managing the cost structure of an organization working in a global environment.

At RS Software he is responsible for all of financial accounting, budgetary management, capital structure, treasury functions, and legal compliances.

Mr. Surana is an accredited Chartered Accountant (FCA), Company Secretary (ACS) and Management Accountant (ACMA), and is a qualified MBA.



Sumit Misra
Senior Vice-President

Sumit Misra has the distinction of serving in a variety of roles for major companies in the IT outsourcing industry working

as an engineer, project lead and project manager on large complex projects. With the experience gained from a professional career that spans more than three decades, he now helps leading companies in the payment industry determine technical strategies that help them stay current and build competencies that best fit the needs of their customers. At RS Software, Dr. Misra strengthens and extends our position as a leader in the payments industry by managing the RS School of Payments and RS Payments Lab enhancing our domain expertise by instituting best practices in knowledge management. He holds a Doctoral degree in Engineering from Jadavpur University and his area of research was stream data analytics.



Sujit Shankar Banerjee
General Manager

Sujit S Banerjee brings with him more than 22 years of experience in Product development & Management, Solution Architecture, Software Solution Design, International Client

Management and Enterprise Application Integration along with rich exposure to technical consultancy to high volume payment transaction solutions. Sujit has led the design & implementation of technical business solutions in line with business vision, process excellence; wide expertise in Payments, Acquiring Space, Middleware, and API Management Technologies serving different roles as engineer, project lead and project manager on large complex projects. At RS Software, he is instrumental in strengthening and extending our position as a leader in the payments space by developing products in the field of RTPS and acquiring and acceptance. Sudjit holds a Commerce degree and post graduate diploma in software development.



Abhishek Gupta

*Business Leader for
Sales Engineering,
Products and Inside Sales*

Abhishek Gupta comes with a strong background of successes in strategy development and execution for Sales Engineering and Enablement and has competency as a leader in driving growth and customer retention. Abhishek plays a market-facing role and contributes with his experience in providing guidance to identify opportunities for payments technology need in the areas of payments modernization, realtime payments, mobile payments, B2B2C, in-store,

and eCommerce/remote-commerce. He brings with him a deep understanding of payments domain combined with the ability to align project and program strategy with business and financial goals through the establishment of effective policies and procedures.

Abhishek has the competency to leverage a unique mix of strategic and analytical expertise, consistently aligning the effort of strong teams with project objectives. He has demonstrated great initiatives in continuing education, learning and bringing those benefits to customers and the company's offerings and execution. Abhishek personifies passion for solutioning and how well it aligns with customers' needs. Abhishek holds a bachelor's degree in computer science, holds a diploma in advanced computing and attended continuing education programs in product management, business strategy, marketing, and leadership from the University of California, Berkeley.



Aniruddha Rai Chaudhuri

General Manager

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 30 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.



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 Fifth Annual General Meeting of the members of R. S. Software (India) Limited will be held on Wednesday, 26th July, 2023 at 11:30 AM through Video Conferencing ("VC") /Other Audio-Visual Means("OAVM") to transact the following business:

ORDINARY BUSINESS

- To consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 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 March 31, 2023 and the Report of Auditors thereon.
- To appoint a director in place of Mrs. Sarita Rai Jain (DIN 00206743), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS

- To re-appoint Mr. Rajnit Rai Jain (holding DIN: 00122942) as Chairman and Managing Director and in this regard to consider and, if thought fit to pass, with or without modifications the following resolutions as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the said act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment thereof for the time being in force) and upon the recommendation of Nomination and Remuneration Committee, the consent and approval of the Company be and is hereby granted for the re-appointment of Mr. Rajnit Rai Jain (holding DIN 00122942) as Chairman and Managing Director (CMD) of the Company, for a period of 3 (three) years from the expiry of his present term i.e. 1st October, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Rajnit Rai Jain, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

FURTHER RESOLVED THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

FURTHER RESOLVED THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Rajnit Rai Jain passed at the 32nd AGM shall continue to remain in full force and effect.

FURTHER RESOLVED THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Rajnit Rai Jain within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

Registered Office:
234/3A, A.J.C. Bose Road
Kolkata – 700 020
Date: 25.04.2023

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

Sd/-
Vijendra Surana
CFO & Company Secretary
[Membership No. 11559]

NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 , January 13, 2021, 5th May, 2022 and December 28, 2022 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- The Register of Members and Transfer Books of the Company will remain closed from 20th July 2023 to 26th July 2023 (both days inclusive) for the purpose of Annual General Meeting for Financial Year 2022-23.
- The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route Map of the AGM are not annexed to this Notice.
- Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer / Company by email through its registered email address to goenkamohan@gmail.com and vijendras@rssoftware.co.in.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, CB Management Services Private Limited ("CBMPL") for assistance in this regard.
- Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s. CB Management Services Pvt. Ltd, the Registrars and Share Transfer Agents, in case the shares are held by them in physical form.
- Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

To register e-mail address for all future correspondence and update the bank account details, please follow the below process:

A. Physical Holding: Send a request to the Registrar and Transfer Agents of the Company.

- To register e-mail address, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN and AADHAR (self-attested scanned copy of both PAN card and Aadhar card)
- To update bank account details, please send the following additional documents / information followed by the hard copies:
 - Name of the bank and branch address
 - Type of bank account i.e., savings or current,
 - Bank account no. allotted after implementation of core banking solutions.
 - 9-digit MICR code no., and
 - 11-digit IFSC code
 - Original cancelled cheque bearing the name of the first shareholder, failing which a copy of the bank passbook / statement attested by a bank.

B. Demat Holding: Please contact your DP and follow the process advised by your DP.

9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.rssoftware.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
10. If your e-mail address is not registered with the Depositories (if shares held in electronic form) / Company's Registrars and Share Transfer Agents (if shares held in physical form), you may register it before Wednesday, July 19, 2023, to receive the Notice of the AGM along with the Annual Report 2022-23.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. CB Management Services Pvt. Ltd., in case the shares are held in physical form.
12. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022, vide its circular dated November 3, 2021, and December 15, 2021. Shareholders are requested to submit the physical copy of their PAN, KYC and nomination details to the Company's registrars M/s. CB Management Services Pvt. Ltd. The forms for updating the same are available at <https://www.cbmsl.com> and at <https://www.rssoftware.com>. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to the Registrars and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. 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 (10) days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the relevant rules of the Companies (Management and Administration) amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated December 9, 2020, Company is pleased to provide the Members facility of voting by electronic means in respect of business to be transacted at the 34th 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.

2. Persons who have acquired shares and became Members after the dispatch of the Notice of the AGM through e-mail but before the 'Cut-off Date' July 19, 2023 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).
3. The e-voting period commences on Sunday, July 23, 2023 at 9.00 a.m. and ends on Tuesday, July 25, 2023 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, July 23, 2023 at 9.00 a.m. and ends on Tuesday, July 25, 2023 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 July 19, 2023 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 will not be entitled for online voting as on the date of the AGM.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and Circular No. 21/2021 dated December 14, 2021. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.rssoftware.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been

decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDLe-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physicalmode and non-individual shareholders in demat mode.

(iii) The voting period begins on Sunday, July 23, 2023 at 9.00 a.m. and ends on Tuesday, July 25, 2023 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 (record date) of July 19, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iv) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(v) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual **meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companieswhere the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is availableat cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link availableon www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting optionwhere the evoting is in progress and alsoable to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant R S Software (India) Ltd. on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xix) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ; goenkamohan@gmail.com and vijendras@rssoftware.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- a. The e-voting period commences on Sunday, July 23, 2023 at 9.00 a.m. and ends on Tuesday, July 25, 2023 at 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.
- b. 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 July 19, 2023. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only
- c. 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.
- d. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting by e-voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours 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.
- e. The Results shall be declared within 48 hours 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. and on the website of CDSL immediately after the result is declared by the CFO & Company Secretary and communicate to the Stock Exchanges.

- f. The Chairman shall at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting with the assistance of the Scrutinizer by use of e-voting platform of CDSL for all those members who have not cast their votes earlier either by remote e-voting.
- g. The Scrutinizer's decision on the validity of the Ballot Paper / Polling Paper form will be final.

Registered Office:
234/3A, A.J.C. Bose Road
Kolkata – 700 020
Date: 25.04.2023

By Order of the Board of Directors
For R S SOFTWARE (INDIA) LIMITED

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 35th Annual General Meeting of the Company to be held on July 26, 2023.

Item No. 3:

The current tenure of Mr. Rajnit Rai Jain, Chairman & Managing Director (CMD) (holding DIN 00122942) who was re-appointed on 1st October, 2020 for a period of three years vides shareholders' approval in the Annual General Meeting held on 11th August, 2020 is due for renewal. The reappointment will fall due for renewal w.e.f. 1st October 2023 when Mr. Jain will be completing his three years Contract with the Company.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

The recommended Salary together with perquisites is fixed at USD 200,000 (Equivalent INR= 1,70,00,000/) per annum. The Board of directors may vary the components of the compensation as aforesaid. The break up of the same is given below:

Annual Remuneration	
Annual Base Pay	US\$1,50,000.00 (equivalent ₹ 1,27,50,000)
Variable Pay	US\$30,000.00 (equivalent ₹ 25,50,000)
Annual Gross	US\$1,80,000.00 (equivalent ₹1,53,00,000)
Payroll Taxes	US\$18000 (equivalent ₹ 15,30,000)
Book Allowance	US\$2000 (equivalent ₹ 1,70,000)
Total	US\$2,00,000.00 (equivalent ₹ 1,70,00,000)

Note:

CMD, Mr. Rajnit Rai Jain (holding DIN 00122942) would be entitled to reimbursement of business-related expenses upto a maximum of US\$ 25000 per quarter as may be permissible under the RBI and other applicable rules incurred by him during the course of and in connection with the business of the Company whether incurred in India or in abroad subject to submission of actual Bills.

The CMD will be entitled to Health/Medical Insurance benefits as applicable to the employees of the company.

The compensation aforesaid shall not be impacted by exchange rate fluctuations and shall be payable in USD. The dollar equivalent salary as above is indicative and may vary with the actual exchange rate.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Rajnit Rai Jain shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board from time-to-time, w.e.f. 1st October 2023.

It may be noted that the remuneration proposed to be paid to Mr. Rajnit Rai Jain will now be paid from USA Office of the Company as Mr. Rajnit Rai Jain shall be operating from USA Office of the company. This change of location for Mr. Rajnit Rai Jain has been necessitated as the company needs to accelerate its focus on growth with emphasis on Global Market including US. The Nomination & Remuneration Committee and your Board of Directors have recommended this proposition for your approval keeping in mind the future plans of the company.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Rajnit Rai Jain (Item No. 3 of Notice)

I. General Information:

1.	Nature of industry	Information technology
2.	Date or expected date of commencement of commercial production	Existing Company in operation since 1987.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the financial year 2022-2023, the Company made a turnover of INR 3084.26 Lacs and Loss of Rs. 413.38 Lacs after tax.
5.	Foreign Investments or collaborations, if any	Nil

II. Information about the appointee:

1.	Background details	Mr. Jain has over 32 years of industry experience and holds a BS and MBA from California State University. He has served on the executive Council of National Association of software and Services Companies (NASSCOM), both as a member and officer. In 1999, he was elected Chairman of NASSCOM by its Executive Council and, in that same year, acknowledged by Ernst & Young as one of the top 20 Outstanding Entrepreneurs of the Year. Mr. Jain's remains an active member of NASSCOM and serves as a member of their Chairmen Emeritus. He also has been a member of TIE (The IndUS Entrepreneurs) and YPO (Young Presidents Organization). He is the founder, main Promoter and the Chairman & Managing Director of your Company.		
2.	Past remuneration (Rupees in lacs)	2021-2022 59.32	2020-2021 59.33	2019-2020 60.39
3.	Recognition or awards	-		
4.	Job profile and his suitability	Mr Rajnit Rai Jain is the Managing Director of the Company since inception. He has the entrepreneurial acumen to lead the company. Under his leadership RS software grew and has undergone multiple transformations .		
5.	Remuneration proposed	As stated in the Explanatory Statement at Item No.3 of this Notice.		
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Jain is modest compared to that drawn by the peers in the similar capacity in the industry. It commensurate with the size of the Company and diverse nature of its business.		
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Jain is not related to any of the Directors and Key Managerial Personnel of the Company except Mrs. Sarita Jain.		

III. Other Information:

1.	Reasons of loss or inadequate profits	During the financial year ended March 31, 2023, the profits of the Company were not adequate due to COVID impact and therefore the remuneration payable to the former Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During 2022- 2023, Q3 results showed considerable recovery in demand and business results.
3.	Expected increase in productivity and profits in measurable terms	During 2022-2023, Q3 results showed considerable recovery in demand and business results. Q4 is expected to show further progressive recovery of demand and underlying business results.

Other than Mr. Rajnit Rai Jain, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Registered Office:
234/3A, A.J.C. Bose Road
Kolkata – 700 020
Date: 25.04.2023

By Order of the Board of Directors
For R S SOFTWARE (INDIA) LIMITED

Sd/-
Vijendra Surana
CFO & Company Secretary
[Membership No.11559]

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN THE ANNUAL GENERAL MEETING
(Pursuant to Regulation 36 (3) of Listing Regulations, 2015 & Secretarial Standard-2)

Name	Mrs. Sarita Rai Jain	Mr. Rajnit Rai Jain
DIN	00206743	00122942
Date of Birth	7th September, 1957	10th September, 1956
Date of appointment	20th January, 1988	2nd December, 1987
Terms and Conditions of Appointment	As per Letter of Appointment	As per Letter of appointment
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.	Mr. Jain has over 32 years of industry experience and holds a BS and MBA from California State University. He has served on the executive Council of the National Association of software and Services Companies (NASSCOM), both as a member and officer. In 1999, he was elected Chairman of NASSCOM by its Executive Council and, in that same year, acknowledged by Ernst & Young as one of the top 20 Outstanding Entrepreneurs of the Year. Mr. Jain's remains an active member of NASSCOM and serves as a member of their Chairmen Emeritus. He also has been a member of TIE (The IndUS Entrepreneurs) and YPO (Young Presidents Organization). He is the founder, main Promoter, and the Chairman & Managing Director of your Company.
The Remuneration last drawn by the director	NA (she is entitled to sitting fees only)	He has drawn INR 59.40 lacs in the financial year 2022-23.
Details of Remuneration sought to be paid	NA (she is entitled to sitting fees only)	Existing package for Mr. Rajnit Rai Jain will be changed with effect from 1 st October 2023.
Disclosure of relationships between directors inter-se.	Spouse of Mr. Rajnit Rai Jain	Spouse of Mrs. Sarita Jain
List of Other Public Companies in which Directorship held (excluding foreign Companies)	None	None
List of other listed entities in which Directorship held.	None	None
Chairman/Member of the Committees of the Board of Directors in other Listed Companies	None	None
Chairman/Member of the Committees of Board of Directors of the other public companies in which he is a director (excluding foreign Companies).	None	None
Shareholdings in the Company	366,544 Equity Shares	10,090,288 Equity Shares

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
Date: 25.04.2023

Sd/-
Vijendra Surana
CFO & Company Secretary
[Membership No.11559]

DIRECTORS' REPORT 2023

Dear Members,

Your Directors have immense pleasure in presenting the Thirty Fifth Annual Report together with the Audited Statement of Accounts, highlighting the business operations and financial results for the Financial Year ended March 31, 2023.

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 is as follows:

(Rupees in Lacs)		
Particulars	2022-23	2021-22
Total Revenue	3,084.26	3206.81
Profit before Finance Charges, Tax, Depreciation/Amortization (PBITDA)	(79.53)	(442.73)
Less: Finance Charges	22.27	0.05
Profit before Depreciation/Amortization (PBTDA)	(101.80)	(442.68)
Less: Depreciation	304.99	318.67
Profit before Taxation (PBT)	(406.79)	(761.35)
Profit/(Loss) after Taxation (PAT)	(413.38)	(1246.69)

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

(Rupees in Lacs)		
Particulars	2022-23	2021-22
Total Revenue	3,077.13	3231.43
Profit before Finance charges, Tax, Depreciation/Amortization (PBITDA)	(441.09)	(787.78)
Less: Finance Charges	22.27	0.05
Profit before Depreciation/Amortization (PBTDA)	(463.36)	(787.83)
Less: Depreciation	405.88	420.12
Profit before Taxation (PBT)	(868.36)	(1207.95)
Profit/(Loss) after Taxation (PAT)	(821.21)	(1645.16)

2. STATE OF COMPANY'S AFFAIRS

FY 23 has been a year of significant sales efforts with existing clients and prospecting with new prospects, in all of our focused geographies, and opening new markets with our partners. Our partnership strategy is being reinforced and will continue to be an important part of our growth in the coming years. India has become a global leader in the adoption of digital payments, and we continue to play an important role for India to achieve such phenomenal success. No wonder that the largest revenue contributor for us in FY 23 is India, while the largest pipeline value built is in geographies outside of India.

During FY23, we maintained our focus on the execution of our business strategy for products and key offerings, go-to-market and sales execution, delivery fulfilment and efficiency in our execution. All of this translated into improvement of quality of revenue and margins, and it has positioned us well for revenue growth and improved margins in FY24 and beyond.

We have achieved good success in walking the fine line between achieving financial stability and building our capabilities to pursue growth opportunities. Major milestones achieved are:

- ❖ Product based revenue at 50%+ in FY23
- ❖ Breakthrough in helping to build the foundation, that will help the largest economy in the world, The United States of America, to accelerate its adoption of Real-time Payments
- ❖ Support costs stabilizing now at about half of when pandemic started
- ❖ Gross margin/contribution for FY '23 at 2 times of when pandemic started
- ❖ Operating loss in FY23 down by 30% YoY
- ❖ Cash loss for the year on 31st March '23 down by 50% YOY, reduced to just about 20% of when pandemic started
- ❖ Quarter-4 returned to profitability.

Financial Consolidation

The Company continues to be on a sound financial foundation, with the standalone performance improving significantly, as evidenced by operating losses reduced almost by 50% during the fiscal year 22-23. A major contributor to consolidated loses is company's investment in its subsidiary Paypermint, which infact is being used to build an asset that has significant marketable value. The company is committed to pursue cash flow focus strategy, and the company achieved profitability in quarter 4 of FY 23.

Margins Analysis

The standalone net revenue for the financial year 2022-23 stood at Rs 3,084.26 Lacs as compared to the previous financial year, which was Rs. 3206.81Lacs. On a standalone basis, the Company's Standalone profit/(loss) before tax stood at Rs. (406.79) Lacs in the financial year 2022-23, vis-à-vis Rs. (761.35) Lacs in the previous year. The Margins of the company has improved with the emphasis on product lead revenue and Strategic cost management initiatives, as reflect in the financial results of the company.

The company's progress is slow but steady on transitioning its business model to enhance its offerings from total services to include its suite of products and platforms. This is where the company has invested significantly over the past 5 years. The investments made have been written off as expenses in respective fiscal years and the valuation today of these products and platform does not appear in the balance sheet, standalone or consolidated. The company is pursuing its growth strategy in payments modernization, which is all about digital payments, and it's a multi-decade long opportunity. The covid-19 pandemic has accelerated the need for digital.

On a consolidated basis, the Company's profit/ (loss) before tax stood at Rs. (868.36) Lacs in the financial year 2022-23, vis-à- vis Rs. (1207.95) Lacs in the previous year, operating loss reduced by almost 70% Reserves.

The total standalone capital employed decreased from Rs. 4,799.13 Lacs in 2021-22.to Rs. 4,303.03 Lacs in 2022-23.

• **Ratio Analysis**

The improvement in the Key Financial ratios is indicative of the improved performance and treasury management of the company. The Company has been able to improve its operations by reducing its Net Loss and returns on Equity & Capital employed exponentially. Efficient treasury management has led to improved treasury Management.

Ratio	MAR 31, 2023,	MAR 31,2022	Variance
Current Ratio (in times)	2.06	2.35	12%
Debt-Equity raio (in times)	-	0.00	0%
Return on equity ratio (in %)	-7%	-20%	177%
Trade receivables turnover ratio (in times)	12.75	3.89	-70%
Trade payables turnover ratio (in times)	5.51	6.86	24%
Net profit ratio (in %)	-13%	-39%	190%
Return on capital employed (in %)	-13%	-24%	80%

• **Economic Scenario, Outlook, and Strategy**

The industry scenario, industry outlook and the company strategy has been extensively covered in the Management Discussion and Analysis presented in the earlier sections of this Annual Report.

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 Rs.12,85,41,590.00 (Rupees Twelve Crore Eighty-Five Lacs Forty-One Thousand Five Hundred Ninety only) comprising of 2, 57,08,318 equity shares of Rs.5/- each.

There was no change in the Company's paid up share capital during the year under review and there was no Issue of sweat equity shares and equity shares with differential rights as to dividend, voting or otherwise.

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 2022-23.

7. DETAILS OF BOARD MEETING

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

Date of the meeting	No. of Directors attended the meeting
22.04.2022	4
11.08.2022	4
14.11.2022	5
01.02.2023	4

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. Rajasekar Ramaraj (Chairman)	00090279	Non- Executive & Independent Director
2.	Mr. Shital Kumar Jain*	00047474	Non- Executive & Independent Director
3.	Mr. Rajnit Rai Jain	00122942	Executive Director
4.	Mr. Richard Nicholas Launder	03375772	Non- Executive & Independent Director

* Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

The Company Secretary of your Company acts as the Secretary to the Audit Committee. The terms of reference of the Audit Committee have been provided in the Corporate Governance Report forming part of this Report. During the Financial Year, the committee had met Four times as on April 22nd 2022, August 11th 2022, November 14th 2022, and February 1st 2023.

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 release 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. Further, no complaints were reported under the Vigil Mechanism during the year.

The Company's Whistle Blower Policy is available on the company's website at https://www.rssoftware.com/wp-content/uploads/2022/04/vigil_mechanism_policy-rssoftware.pdf

b. **Nomination & Remuneration Committee**

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

* Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

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 provided in the Corporate Governance Report forming part of this Report. During the financial year, the Committee met Four times as on April 21st 2022, August 11th, 2022, November 13th, 2022, and January 31st 2023.

c. **Stakeholders Relationship Committee**

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

* Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

The terms of reference of the Committee have been provided in the Governance Report forming part of this Report. During the financial year, the Committee met Four times as on April 21st 2022, August 11th, 2022, November 13th, 2022, and January 31st, 2023.

b. **Corporate Social Responsibility Committee**

Sl. No.	Members	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

* Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

Keeping in view, the losses incurred during the year including previous year(s), the provisions of spending money towards CSR expenditure under section 135 of the Companies Act, 2013 is not applicable to the company during the period, therefore no meetings were held during the financial year 2022-23.

d. **Executive committee**

Sl. No.	Members	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
5.	Mr. Lakshmanan Narayan	01582059	Non-Executive & Independent Director

* Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

During the financial year, the Committee met Four times as on April 21st 2022, August 11th 2022, November 13th 2022, and January 31st, 2023.

9. **EMPLOYEE STOCK OPTION SCHEME**

ESOP Scheme

The Shareholders had approved in the Annual General Meeting dated 12th August, 2022 the Company's new Employees Stock Option Scheme 2022 effective from 1st April, 2022 for a further period of 3 years. The Nomination and Remuneration Committee also designated as ESOP Compensation Committee, is empowered to formulate detailed terms and conditions of the Company's new ESOP Scheme 2022, administer, and supervise the same. Further, the Nomination and Remuneration Committee is empowered to determine the eligible employees of the Subsidiary Companies as well whether existing or future, from time to time within the validity period of the scheme for the entitlement ESOP Option grant.

Company's Employees Stock Option Scheme 2022 is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The disclosure required to be made under Regulation 14 of the said Regulations is available on the Company's website at https://www.rssoftware.com/wp-content/uploads/2022/07/Directors-Disclosure_ESOP_-Reg.-14-of-SEBI-SBEB-and-Sweat-Equity-Regulations.-2021.pdf

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 https://www.rssoftware.com/wp-content/uploads/2023/06/RSSOFTWARE_COMMON-UNPAID-FOLIOS_2015-16.pdf.

Further, in accordance with guidelines, the Company has appointed Nodal Officer for the purposes of verification of claims and coordination with Investor Education and Protection (IEPF) Authority.

11. **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.

12. 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.

13. 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.

14. 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. Your Company see a positive impact to our business as a result of COVID 19 impact. This is because the demand for digital and contact less payment technologies is expected to be on the increase. However, since all risks emerging from the impact of COVID 19 are not known, the company will continue to monitor the same closely.

15. INTERNAL CONTROL SYSTEMS

Your Company has 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.

16. 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 and performance of a company's subsidiaries, is given in AOC-I 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.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company www.rssoftware.com.

During the year, there were no changes in the subsidiary company. Currently the company has two subsidiaries namely Responsive Solutions, Inc. and Paypermint Private Limited. Further, the Company has no Joint Venture and Associate during the financial year ended 31st March, 2023.

17. 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 https://www.rssoftware.com/wp-content/uploads/2022/03/annual_report_2020-21_low_compressed_compressed.pdf 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.

18. 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.

19. AUDITORS

Statutory Auditors

M/s. Chaturvedi & Company (Registration No. 302137E) was appointed as the Auditors of the Company in place of the retiring Auditors to hold office from the conclusion of the 34th Annual General Meeting for a term of consecutive five years till conclusion of the 39th Annual General Meeting with the approval of shareholders on the Annual General meeting dated 12th August, 2022.

There were no changes in the statutory auditor during the financial year 2022-23. The Statutory Auditor M/s Chaturvedi & Company, Chartered Accountants (Registration No. 302137E) has submitted an un-qualified Audit Report for the financial year 2022-23 and no frauds were detected by the Auditor during the financial year.

20. 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, the Company has appointed M/s. MR & Associates, a firm of Company Secretaries in Practice to conduct the said Audit of the Company.

The Secretarial Auditors' Report, in the prescribed format, for the year ended March 31, 2023 is annexed to this Directors' Report as Annexure B and forms part of the Annual Report.

The remarks in the Secretarial Audit Report and clarification thereof for the financial year ended March 31, 2023 are as follows:

"The company did not have requisite number of minimum six directors on the Board during the period as per Regulation 17(1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after the demise of Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director w.e.f. 17.03.2023. "

The company is actively interviewing a few candidates who can potentially replace he excellent credentials of late Mr Shital Kumar Jain, and keeping in mind the growth strategy under execution.

The Report of the Secretarial Audit is annexed herewith as "**Annexure B**" to the Directors Report.

The Secretarial Auditor's certificate on the implementation of share-based schemes in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be made available at the AGM, electronically.

21. COST RECORDS AND AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

22. EXTRACT OF THE ANNUAL RETURN

In accordance with the Companies Act, 2013, the annual return in the prescribed format can be accessed at <https://www.rssoftware.com/investors#>.

23. 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 earlier sections of the Annual Report.

24. 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 C**".

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.

25. 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 <https://www.rssoftware.com/investors>. However, due to loss in the last three financial years the company is not required to spend money for CSR activity. Therefore, the Report on CSR Activities/ Initiatives along with other relevant disclosures is not applicable to the company since no CSR activity took place during the financial year 2022-2023.

26. 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 D**”.

27. DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Your Company has received declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI Listing Regulations, 2015 that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations, 2015 and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/ her ability to discharge their duties with an objective independent judgment and without any external influence. All the declarations were placed before the Board.

In terms of SEBI Listing Regulations, 2015, your Company identified the list of core skills/expertise/competencies as is required in the context of your Company's Business(es) and Sector(s) for it to function effectively and those which are available with the Board and mapped such skills to the Individual Directors of your Company. Details of such skills/expertise/competencies as identified were reviewed by the Nomination and Remuneration Committee and the Board of Directors and are furnished in the Corporate Governance Report and forms part of this Annual Report.

During the year, Mr. Lakshmanan Narayan (DIN:01582059) resigned as an Independent Non-Executive Director w.e.f. 1st February, 2023.

The Board of Directors had, on the recommendation of Nomination and Remuneration Committee have appointed Mr. Cedarampattu Subramanian Mohan (DIN: 01308472) as an Additional (Non-Executive Independent) Director w.e.f. 1st February 2023 and got the approval of the Shareholders vide Postal Ballot dated 26.03.2023 through Special resolution.

Further Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director ceased to be the director of the company w.e.f. 17th March, 2023 due to sudden and unexpected passing away, will be an irreparable loss to the Company and all the Directors and Employees of the Company convey heartiest condolences to his family. The Board pays its tribute and gratitude for the contribution he has made to the Company.

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.

The following directors/executives of your Company are whole-time Key Managerial Personnel (KMPs) as on March 31, 2023, 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.

28. 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.

29. 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 31st March 2023 and form a part of this Annual Report.

30. 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 <https://www.rssoftware.com/wp-content/uploads/2023/05/Related-Party-Transaction-Policy.pdf>

31. 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.

32. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS (IDs)

In terms of Regulation 25(7) of SEBI Listing Regulations, 2015, your Company endeavours to familiarize the Independent Directors (IDs) about your Company including nature of industry in which your Company operates business model of your Company, roles, rights and responsibilities of IDs and any other relevant information.

In addition to the above, the Board of Directors are continuously encouraged to participate in various external training sessions to ensure that the Board members are kept up to date. The details are uploaded on the website of the company at https://www.rssoftware.com/wp-content/uploads/2022/09/Familiarization_Programme_Directors-21-22.pdf

33. PREVENTION OF INSIDER TRADING

The Company has adopted / re-framed the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Immediate Relatives of Designated Persons In terms of Regulation 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (the “Regulations”).

The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the applicable Code during the financial year.

34. CORPORATE GOVERNANCE

The Corporate Governance which form an integral part of this Report as “**Annexure E**”, 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. There were no cases filed / disposed of under prevention of sexual harassment.

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 31st March 2023, 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 31st March, 2023 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. INSOLVENCY AND BANKRUPTCY CODE, 2016

There were no applications made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.

38. ONE TIME SETTLEMENT

There was no one-time settlement made during the year, therefore the disclosures of the details of difference between amount of the valuation done at the time of one -time settlement and the valuation done while taking loan from the Banks or Financial Institutions is not applicable.

39. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with all applicable provisions of the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) on Board Meetings and General Meetings under section 118(10) of the act.

40. ACKNOWLEDGEMENTS

Your Directors’ place on records their deep appreciation of the continued assistance and co-operation extended to the Company by its customers, investors, bankers, Government agencies and its dedicated group 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.

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

Place: Kolkata
Date: 25.04.2023

For and on behalf of the Board of Directors

Sd/-
Rajnit 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	April 1, 2022 to March 31, 2023
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	82.11
6.	Share capital	US\$ 4,99,995
7.	Retained earnings	US\$ 164,466
8.	Total assets	US\$ 677,066
9.	Total Liabilities	US\$ 677,066
10.	Investments	0
11.	Turnover	0
12.	Profit/Loss before taxation	US\$ (144,837)
13.	Provision for taxation	US\$ 800
14.	Profit/Loss after taxation	US\$ (145,637)
15.	Proposed Dividend	0
16.	Extent of shareholding	100%

INFORMATION IN RESPECT OF PAYPERMINT PVT. LTD. TO BE PRESENTED WITH AMOUNTS IN RUPEES

1.	Sl. No	2
2.	Name of the subsidiary	Paypermint Private Limited
3.	The date since when subsidiary was acquired	24th August, 2016
4.	Reporting period for the subsidiary concerned	April 1, 2022 to March 31, 2023
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	Rs.1015 lacs
7.	Reserves & surplus	Rs.(906.29) lacs
8.	Total assets	Rs. 357.24 lacs

9.	Total Liabilities	Rs. 357.24 lacs
10.	Investments	-
11.	Turnover	Nil
12.	Profit/Loss before taxation	Rs.(272.78)lacs
13.	Provision for taxation	NIL
14.	Profit/Loss after taxation	Rs.(272.78) lacs
15.	Proposed Dividend	0
16.	Extent of shareholding	80.30%

Notes:

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

1. Names of subsidiaries which are yet to commence operations – Not Applicable

PART “B”: ASSOCIATES AND JOINT VENTURES

The Company does not have any Associate or Joint Venture during the Financial Year 2022-23.

For and on behalf of the Board of Directors			
For CHATURVEDI & COMPANY			
CHARTERED ACCOUNTANTS			
(Reg. no : 302137E)			
Sd/-	Sd/-	Sd/-	Sd/-
CA NILIMA JOSHI	V. Surana	R. Ramaraj	R. R. Jain
PARTNER,	CFO & Company	Director	Chairman &
M. No. 52122	Secretary	DIN: 00090279	Managing Director
	M NO. 11559		DIN: 00122942

Place: Kolkata

Date: 25.04.2023

ANNEXURE ‘B’

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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 conduct/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 and to the best of our understanding, the company has, during the audit period covering the Financial Year ended on 31st March, 2023 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 31st March, 2023 according to the provisions of:

- i) The Companies Act, 2013 (the Act), amendment and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- iv) 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;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) 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;
 - (d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (f) 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;

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

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

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 Trademarks 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) The Listing Agreements entered by the Company with BSE Limited and National Stock Exchange Limited.
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India and to the extent amended and notified from time to time.

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

We further report that,

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors *but the company did not have requisite number of minimum six directors on the Board during the period as per Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after the demise of Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director w.e.f 17.03.2023. However, the management is of the view that it shall fill the vacancy as soon as it finds a suitable person to be appointed as the director of the Company.* The changes composition of the Board of Directors, that took place during the period under review were carried out in compliance 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 generally 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.

None of the Directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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.

We further report that during the audit period the Company had obtained approval of shareholders by way of Special Resolution for:

- i) approval of the Company's Employees Stock Option Scheme 2022 (ESOP Scheme 2022) to employees of the Company vide the resolution passed at the AGM dated 12th August, 2022.

- ii) approval of the Company's Employees Stock Option Scheme 2022 (ESOP Scheme 2022) to employees of the Subsidiary Companies working in India and abroad vide the resolution passed at the AGM dated 12th August, 2022.

- iii) approval of the appointment of Mr. Cedarampattu S Mohan (DIN: 01308472) as a Non-Executive Independent Director of the Company vide Postal Ballot dated 26th March, 2023.

We further report that during the period under review, there are no specific events /major decisions or activities undertaken in pursuance of the above laws, rules and regulations, guidelines, etc., during the financial year ended 31st March 2023, having a major bearing on the Company affairs.

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.

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

**Place: Kolkata
Date: 25.04.2023**

**Sd/-
[CS Sneha Khaitan Jalan]
Partner
FCS No.: 11977
C P No.: 14923
UDIN: F011977E000188780**

**“ANNEXURE – A” TO THE SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

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. As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

7. 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.

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

**Place: Kolkata
Date: 25.04.2023**

**Sd/-
[CS Sneha Khaitan Jalan]
Partner
FCS No.: 11977
C P No.: 14923
UDIN: F011977E000188780**

Annexure ‘C’

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 2022-23 is as follows:

Sl. No.	Name of the Directors	Remuneration (Rs. In lacs)	Median Remuneration of Employees (Rs. In Lacs)	Ratio
1.	RAJNIT RAI JAIN	59.40	7.5	7.92:1

ii. The percentage increase in remuneration of each Director, Chief Financial Officer & Company Secretary in the financial year 2022-23:

Sl. No.	Name	Designation	Remuneration of previous year (Rs. in lacs)	Remuneration of Current year (Rs. in lacs)	% increase / (decrease) in remuneration
1	RAJNIT RAI JAIN	CHAIRMAN & MANAGING DIRECTOR	59.32	59.40	0.13
2	VIJENDRA KUMAR SURANA	CFO & COMPANY SECRETARY	85.44	88.71	3.83

iii. The percentage increase in the median remuneration of employees in the financial year 2022-23:

Median remuneration of previous year (Rs. In lacs)	Median remuneration of current year (Rs. In lacs)	% Increase
7.13	7.50	5.19

iv. The number of permanent employees on the rolls of company as on 31.03.2023 is 140.

v. Average percentiles increased 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	3.96
2	Increase/ (decrease) in salary of employee (other than KMP)	8.00

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								
Name	Designa- tion	Remuneration Received (INR Lacs)	Qualifi- cation	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
Mr. Milind Kamat	COO	107.20	M.Sc.	34	58	25-Jan-19	Ingenico	-
Mr. Vijendra Kumar Surana	CFO & CS	88.71	MBA, FCA, ACS, AICMA	29	52	02-Nov-07	Visa International	-
Mr. Sumit Misra	Associate VP	64.34	M.E., PhD.	32	57	21-Apr-08	Praxis Softek Solutions	-
Mr. Rajnit Rai Jain	Chairman & MD	59.40	B.S., MBA	36	66	02-Dec-87	-	39.25
Mr. Aniruddha Rai Chaudhuri	General Manager	51.81	B.Sc, PGCACS	30	52	03-May-99	Globsyn Technologies	-
Mr. Sujit Shankar Banerjee	General Manager	49.54	Grad.	24	52	12-Jan-22	CTS	-
Mr. Abhishek Seal	Manager	46.88	B.E	20	42	19-Jul-19	Indepay Network Pvt Ltd.	-
Mr. Lab Bhattacharya	Technical Consultant	40.32	B.E	20	42	03-Jul-17	Orga Systems	-
Mr. Dipak Adhikari	Assistant Technical Consultant	39.93	MCA	19	44	10-Sep-12	Times Internet Limited	-
Ms. Pallabi Banerjee	Product Engineer	33.21	B. Tech	19	42	11-Aug-11	CTS	-

Notes:

1. 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.
2. None of the Employees listed above is a relative of any Director of the Company except Mr. Rajnit Rai Jain.
3. The nature of employment is contractual in all the above cases.
4. None of the Employees listed above owns 2% or more of the paid-up equity share capital of the Company except Mr. Rajnit Rai Jain.
5. 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

Place: Kolkata
Date: 25.04.2023

Sd/-
Rajnit Rai Jain
(Chairman & Managing Director)
DIN: 00122942

ANNEXURE “D” 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 systems, 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
 - By leveraging energy efficient cloud-based services
 - Through automation i.e., using timers, automatic level controllers etc.

B. Technology Absorption

(a) Research & Development

1. Specific area in which R & D work

has been done by the Company

: The details are given below:

: Technology research was done in the RS Payments Lab™ on Ultra Scalable Transaction Processing that need persistence. Scalable Transaction processing that was done last year in UPI (Unified Payments Interface) moved into production. Analogous technology has been used to scale up Bill Payments. And now the ultra-scale with persistence will be used to scale up the Fraud and Risk Management product (RS IntelliEdge) and research was done for that.

Major research was undertaken to enable the product components to be cloud compatible so that moving the platform into cloud technology becomes possible. This needed to optimize the per-server resource requirements as cloud provisions typically a mid to low range server capability.

Research was also conducted in Artificial Intelligence and Machine Learning in order to improve the efficiency of the fraud and risk management engine RS operates for the nation on behalf of our customer.

A large part of the IT Infrastructure has been moved to Cloud Hosted Platforms eliminating In-Prem Servers. This has not only contributed to energy consumption but enabled higher productivity of the teams

A major transformative move was made towards development of digital products and platforms for payment processors and aggregators in India and global markets.

1. Benefits expected from the R & D: The competencies built are 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, Real Time Payments (RTP) Switch, Digital Overlay Service Layer, Bill Payment Platform etc. These assets is helping to engage new prospect in serious opportunity discussion across the globe and will help us to acquire new customers for services businesses as well.

2. Future plan of action: Continue technology exploration on Payment Modernization which comprises of Faster Payments, both domestic and cross-border, API-zation of Platform, Transformation of SWIFT messages from MT to MX, adoption of ISO 20022, Fraud and Risk Management, Artificial Intelligence and Machine Learning, Digital Commerce, Cloud Computing, Blockchain and Open-Source software across solution areas. We will continue to invest in leading edge technology architecture decisions such as micro-service architecture; docker-ization, cloud-ready, cloud-agnostic and use of open- source technology. 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 in the Payments Lab™ on Cassandra and use it for replacing the Redis in- memory processing so that architecture becomes cloud compatible. AI/ ML model refresh strategy was altered to increase fraud detection ratio and decrease false positive ratio.
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 the 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. : Nil
2. Earning in Foreign Currency (Export Services) (INR in Lacs) : Rs. 495.05 Lacs
3. Foreign Branch Expenditure in Foreign Currency (INR in Lacs) : Rs. 1090.09 Lacs

For and on behalf of the Board of Directors

Place: Kolkata
Date:25.04.2023

Sd/-
Rajnit Rai Jain
Chairman & Managing Director
(DIN: 00122942)

ANNEXURE “E” TO DIRECTORS’ REPORT

CORPORATE GOVERNANCE AND DISCLOSURES

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 workplace 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 out of which one is an Executive Director who is designated as Chairman & Managing Director and one is the Women Director who is Non-Executive Non-Independent Director and 3 (Three) Non-Executive Independent Directors. During the fiscal year the Board met on 4 (Four) times on April 22, 2022, August 11, 2022, November 14, 2022, and February 1, 2023 and as per the statutory requirements.

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

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). 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 any equity listed company across all companies in which he is a Director. The Company does not have any alternate Director on its Board for any Independent Director in accordance with Regulation 25(1) of SEBI Listing Regulations, 2015. Further, in compliance with Regulation 26 of SEBI Listing Regulations, 2015, none of the Directors on the Board is a member of more than 10 (Ten) committees or Chairman of more than 5 (Five) committees across all public limited companies (whether listed or not) in which he/she is a Director. For assessment of these criteria, the membership/chairmanship of the Audit Committee and the Stakeholders Relationship Committee alone has been considered. 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. In compliance with Regulation 17(1A) of SEBI Listing Regulations, 2015, there are no director in the company who has attained the age of 75 years without the approval of shareholders through special resolution.

The Composition of the Board of Directors as on March 31, 2023 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 March 31, 2023 are as under:

Sl. No.	Name of Directors	DIN	Category
1.	MR. RAJNIT RAI JAIN (CHAIRMAN & MANAGING DIRECTOR)	00122942	Executive Director (Promoter)
2.	MR. RAJASEKAR RAMARAJ	00090279	Independent Director
3.	MRS. SARITA JAIN	00206743	Non-Executive (Promoter)
4.	MR. RICHARD NICHOLAS LAUNDER	03375772	Independent Director
5.	MR. CEDARAMPATTU SUBRAMANIAN MOHAN	01308472	Independent Director

During the year, Mr. Lakshmanan Narayan (DIN: 01582059) resigned as an Independent Non-Executive Director w.e.f. 1st February,2023.

The Board of Directors had, on the recommendation of Nomination and Remuneration Committee have appointed Mr. Cedarampattu Subramanian Mohan (DIN: 01308472) as an Additional (Non-Executive Independent) Director w.e.f. 1st February 2023 and got the approval of the Shareholders vide Postal Ballot dated 26.03.2023 through Special resolution.

Further Mr. Shital Kumar Jain (DIN: 00047474), Non-Executive Independent Director ceased to be the director of the company w.e.f. 17th March, 2023 due to sudden and unexpected passing away, will be an irreparable loss to the Company and all the Directors and Employees of the Company convey heartiest condolences to his family.

Mrs. Sarita Jain, Director of the company who is liable to retire by rotation and offers herself for re-appointment, based on the recommendation of Nomination and Remuneration Committee, subject to the approval of the members at the ensuing Annual General Meeting. 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 fulfils 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.

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 the Directors	Attendance Particulars				Number of other Directorship, Committee Membership and Chairmanship			No. of shares and convertible instruments held *	Relationship with other Directors
	Board Meetings		Category	Last AGM	Other Directorship @	Committee Membership #	Committee Chairmanship #		
	Held	Attended							
Mr. Ranjit Rai Jain	4	4	Executive Director (Chairman & Managing Director)	Yes	-	2	-	10090288 Equity Shares	Husband of Mrs. Sarita Jain
Mr. Shital Kumar Jain	4	2	Non- Executive & Independent Director	No	-	-	-	Nil	-
Mrs. Sarita Jain	4	2	Non- Executive & Non - Independent Director	Yes	-	-	-	3,66,544 Equity Shares	Wife of Mr. Ranjit Rai Jain
Mr. Rajasekar Ramaraj	4	4	Non- Executive & Independent Director	Yes	-	2	2	3,24,000 Equity Shares	-
Mr. Richard Nicholas Launder	4	4	Non- Executive & Independent Director	Yes	-	2	-	48,400 Equity Shares	-
Mr. Lakshmanan Narayan**	4	0	Non- Executive & Independent Director	No	-	-	-	-	-
Mr. Cedarampattu Subramanian Mohan***	4	1	Non- Executive & Independent Director	N.A	-	-	-	-	-

@ 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 31.03.2023.

** Mr. Lakshmanan Narayan (DIN:01582059) resigned as an Independent Non-Executive Director w.e.f 1st February,2023.

*** Mr. Cedarampattu Subramanian Mohan (DIN: 01308472) appointed as an Additional (Non-Executive Independent) Director w.e.f. 1st February 2023.

*** None of the director of the company is director in other listed entities except in the company.

In compliance with Regulation 36(3) of the Listing Regulations read with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the required information about the Directors proposed to be appointed / re-appointed has been provided in the Notice convening the 35th Annual General Meeting.

INDEPENDENT DIRECTOR (ID)

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. Independent Directors play an important role in the governance process of the Board. The appointment process of Independent Directors is independent of the Company's management. While

electing Independent Directors, the Board ensures that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

All the Independent Directors of the Company furnished a declaration at the time of their appointment as well as at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence in terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the requisite declarations were placed before the Board.

The Board confirms that in its opinion, the independent directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the year, Mr. Lakshmanan Narayan (DIN:01582059) resigned as an Independent Non-Executive Director w.e.f 1st February,2023 due to his personal reasons. He also confirmed that there are no other material reasons other than those provided above.

MEETING OF INDEPENDENT DIRECTOR (ID)

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 of the company met on 1st February, 2023 complying with the provisions of the same.

FAMILIARIZATIONS PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Regulation 25(7) and 46 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 chrome-extension://efaidnbmninnbpcajpcgclclefindmkaj/https://www.rssoftware.com/wp-content/uploads/2022/09/Familiarization_Programme_Directors-21-22.pdf

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, ethic, 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.
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	✓	✓	✓	✓	✓	✓	✓
Mrs. Sarita Jain	✓	-	✓	✓	-	✓	✓
Mr. Rajasekar Ramaraj	✓	✓	✓	✓	✓	✓	✓
Mr. Richard Nicholas Launder	✓	✓	✓	✓	✓	✓	✓
Mr. Cedarampattu Subramanian Mohan	✓	✓	✓	✓	✓	✓	✓

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 <chrome-extension://efaidnbmninnbpcajpcgclclefindmkaj/https://www.rssoftware.com/wp-content/uploads/2022/09/Code-of-Conduct-for-Directors-and-Senior-Management.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 2022-23.

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 3 (Three) Non-Executive Independent Directors including the Chairman of the committee and 1 (one) Executive Director.

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. Rajasekhar Ramaraj (Chairman of the Audit Committee)	Non –Executive & Independent Director	4	4
Mr. Richard Nicholas Launder	Non –Executive & Independent Director	4	4
Mr. Shital Kumar Jain*	Non- Executive & Independent Director	4	2
Mr. Rajnit Rai Jain	Executive Director	4	4

*Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

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 2022-23 on April 22nd, 2022, August 11th, 2022, November 14th, 2022, and February 1st, 2023 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 non-payment 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.
- ➔ Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- ➔ The committee shall review the compliances in regard to the provisions of regulation 9 and 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 at least once in a Financial year and verify that the system of internal control are adequate and are operating effectively.
- ➔ 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.

In addition to the above, the Audit Committee also mandatorily reviews the following:

- ❖ Management discussion and analysis of financial condition and results of operations;
- ❖ Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
- ❖ Management letters / letters of internal control weaknesses, if any, issued by the Statutory Auditors;
- ❖ Internal audit reports relating to internal control weaknesses; and
- ❖ The appointment, removal and terms of remuneration of the Chief Internal Auditor;
- ❖ Statement of deviations in terms of Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (if applicable).

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/entity of which the statutory auditor is a part:

Particulars	Fees (Amount in Rs.)
Audit Fees	3,00,000.00
Consolidation Fees	40,000.00
Limited Review Fees	90,000.00
Tax Audit Fees	60,000.00
Total	4,90,000.00

4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee shall act in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

During the financial year, the Stakeholders Relationship Committee comprises of 3 (Three) Directors, Mr. Shital Kumar Jain (Non-Executive & Independent Director) who is the Chairman of the Committee and Mr. Rajnit Rai Jain (Chairman & Managing Director of the Company) Mr. Rajasekhar Ramaraj (Non-Executive & Independent Director) was inducted into the committee and Mr. Vijendra Kumar Surana, CFO & Company Secretary, who acts as Secretary to this Committee. After the sad demise Mr. Shital Kumar Jain, Mr. Rajasekhar Ramaraj was appointed as the Chairman of the Committee and Mr. Richard Nicholas Launder was inducted as one of the Members of the Committee.

The constitution of the Committee, number of meetings held and attendance of the members are given below: -

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. Rajasekhar Ramaraj	Non-Executive Director & Independent Director	4	4

**Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.*

Meetings:

During the year 2022-23, the Committee met 4 (Four) times on April 21st, 2022, August 11th, 2022, November 13th, 2022, and January 31st, 2023. 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.

Terms of Reference

- ❖ The terms of reference of Stakeholders Relationship Committee with effect from 1st April 2020 shall, inter-alia, include the following:
- ❖ The Committee shall specifically look into various aspects of interest and resolve the grievances of shareholder, debenture holder and other security holders.
- ❖ The committee shall resolve the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- ❖ Review of measures taken for effective exercise of voting rights by shareholders.
- ❖ Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- ❖ Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Mr. Shital Kumar Jain, Chairperson of the Stakeholders Relationship Committee was not present at the Annual General Meeting held on 12.08.2022 to answer queries of the security holders due to his health issues.

INVESTORS' GRIEVANCES

During the Financial Year ended March 31, 2023, the Company received complaint from the Shareholders / Investors of the Company as given below:

Particulars	Details
Number of complaints at the beginning of the year	Nil
Number of Shareholder's Complaints received during the year	Nil
Number of complaints 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 not received any complaints in SCORES.

NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER:

Mr. Vijendra Kumar Surana
CFO & Company Secretary and Compliance Officer.
RS Software (India) Limited 'FMC FORTUNA', 1st Floor, A-2,
234/3A, A.J.C. Bose Road, Kolkata - 700020

E-mail ID earmarked for redressing Investors queries in terms of Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: vijendras@rssoftware.co.in & anindyasen@rssoftware.co.in

5. NOMINATION & REMUNERATION COMMITTEE:

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. Richard Nicholas Launder is the Chairman of the Committee of the Board.

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. Richard Nicholas Launder (Chairman of the Committee)	Non Executive & Independent Director	4	4
Mr. Rajnit Rai Jain	Executive Director	4	4
Mr. Shital Kumar Jain*	Non- Executive & Independent Director	4	2
Mr. Rajasekar Ramaraj	Non-Executive & Independent Director	4	4

*Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

MEETINGS:

During the year 2022-23, the Committee met 4 (Four) times on April 21st, 2022, August 11th, 2022, November 13th, 2022, and February 1st, 2023. 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 structure 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.

Nomination and Remuneration Committee shall also lay down a chart/matrix listing the core skills/ expertise/ competencies identified by the Board of Directors as required in the context of the company's business(es) and sectors for the Board to function effectively and those actually available with the Board.

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 5th 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 was 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 fulfil 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.

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.

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 2022-23 are as under:

Name of Non-Executive Directors	Sitting fees (Rs. in Lakhs)	
	Board Meeting	Committee Meeting
Mrs. Sarita Jain	0.80	-
Mr. Shital Kumar Jain	0.80	3.20
Mr. Rajasekar Ramaraj	1.60	6.40
Mr. Richard Nicholas Launder	1.60	5.20
Mr. Lakshmanan Narayan	0.00	0.00
Mr. Cedarampattu Subramanian Mohan	0.40	0.00
Total	5.20	14.80

❖ 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.

Details of remuneration paid/payable to all the Directors during the financial year 2022-23

The Company has paid managerial remuneration by way of salary to its Managing Director only and the same is within the limits specified under Schedule V of the Companies Act, 2013 and duly approved by the Board / shareholders of the Company.

Criteria of making payment to Non-Executive directors

The Company is making payment of sitting fees only to Non-Executive directors within the limits prescribed under Companies Act, 2013 for payment of sitting fees without approval of Central Government. Thus, requirement of obtaining approval of shareholders in general meeting shall not apply.

REMUNERATION PAID TO DIRECTOR DURING FY 2022-23

(Rs. in Lakhs)

Particulars of Remuneration	Rajnit Rai Jain (Executive Director)	Shital Kumar Jain (Non-Executive Director)	Rajasekhar Ramaraj (Non-Executive Director)	Sarita Jain (Non-Executive Director)	Richard Launder (Non-Executive Director)	Lakshmanan Narayan (Non- Executive Director)	Total
Salary	54.00	-	-	-	-		54.00
Other Benefits	1.08	-	-	-	-		1.08
Bonuses	-	-	-	-	-		-
Sitting fees of all Board and Committee Meetings	-	-	-	-	-		-
Stock Options	-	-	-	-	-		-
PF	4.32	-	-	-	-		4.32
Details of fixed component	-	-	-	-	-		-
Performance linked incentives	-	-	-	-	-		-
Performance criteria	-	-	-	-	-		-
Service Contracts	-	-	-	-	-		-
Notice Period	-	-	-	-	-		-
Severance fees	-	-	-	-	-		-
Details of stock option (if any)	-	-	-	-	-		-
Whether Option issued at a discount	-	-	-	-	-		-
Period over which option accrued/exercisable	-	-	-	-	-		-

- (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 and HRA.

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 of the Members is given below:-

Members	Category
Mr. Rajnit Rai Jain (Chairman of the Committee)	Executive Director
Mr. Shital Kumar Jain*	Non –Executive & Independent Director
Mr. Rajasekar Ramaraj	Non- Executive & Independent Director

*Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

MEETINGS

Keeping in view, the losses incurred during the year including previous year(s), the provisions of spending money towards CSR expenditure under section 135 of the Companies Act, 2013 is not applicable to the company during the period, therefore no meetings were held during the financial year 2022-2023.

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, 1 (One) Non- Executive Director 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: -

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	4
Mr. Richard Nicholas Launder	Non-Executive & Independent Director	4	4
Mr. Lakshmanan Narayan**	Non-Executive & Independent Director	4	0

*Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

** Mr. Lakshmanan Narayan (DIN:01582059) resigned as an Independent Non-Executive Director w.e.f. 1st February,2023.

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
2019-2020	Tuesday, August 11, 2020 at 11:30 A.M	Meeting conducted through VC / OAVM pursuant to the MCA Circular	To re-appoint Mr. Rajnit Rai Jain (DIN:00122942) as Chairman and Managing Director.
2020-2021	Tuesday, August 10, 2021 at 05:30 P.M	Meeting conducted through VC / OAVM pursuant to the MCA Circular	To appoint Mr. Lakshmanan Narayan (DIN 01582059) as a Director of the Company
2021-2022	Friday, August 12, 2022 at 11:30 A.M	Meeting conducted through VC / OAVM pursuant to the MCA Circular	Approval of Company's Employee Stock Option Scheme 2022 for the employees of the company and its subsidiary companies (ESOP Scheme 2022)

DETAILS REGARDING RESOLUTIONS PASSED AND PROPOSED TO BE PASSED THROUGH POSTAL BALLOT:

During the Financial Year 2021-2022, the Company had obtained approval of the shareholders by way of any postal ballot as given below:

Sl. No.	Particulars	Date of Postal Ballot
1	Approval for giving Loan or Guarantee or Providing Security in connection with Loan availed by any of the Company's Subsidiary (ies) or any other Person specified under Section 185 of the Companies Act, 2013.	27.10.2021
2	To make Investments, give Loans, Guarantees and provide Securities under Section 186 of the Companies Act, 2013.	27.10.2021

Special Resolution for appointment of Mr. Cedarampattu S Mohan (DIN: 01308472) as a Non-Executive Independent Director of the Company passed through Postal Ballot dated 27.03.2023 in the Financial Year 2022-23. Mr. Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of R S Software (India)Limited (herein after referred to as "the Company") for the purpose of Scrutinizing the postal ballot through e-voting process under the provisions of Sections 108 & 110 of the Companies Act, 2013. The details of voting pattern are as follows:

Particulars	No. of votes contained in				Percentage of Total Votes (%)
	E-Voting		Total		
	No.	Votes	No.	Votes	
Assent	92	10891197	92	10891197	99.89
Dissent	10	11457	10	11457	0.11
Total	102	10902654	102	10902654	100.00
Invalid / Abstain	0	0	-	-	-

No special resolution is proposed to be conducted through Postal ballot till now.

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.

The Company has adopted / re-framed the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Immediate Relatives of Designated Persons in terms of Regulation 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (the "Regulations").

10. DISCLOSURES MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

All contracts/ arrangements/ transactions entered by the Company during the financial year with the related party were as per regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 <https://www.rssoftware.com/wp-content/uploads/2023/05/Related-Party-Transaction-Policy.pdf>

A statement in summary form of transactions with related parties in the ordinary course of business is periodically placed before the Audit Committee for review and recommendation to the Board for their approval. Prior approval of Audit Committee is obtained for all Related Party Transactions except for the Related Party Transactions for which omnibus approval is granted by the Audit Committee from time to time. The Company has formulated Related Party Transactions (RPT) Policy which provides a framework to regulate transactions between the Company and its related parties based on the laws and regulations applicable to the Company.

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 SEBI Listing Regulations, 2015.

- **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.**

During the year 2022-23, no notice had been received by the Company for non-compliance and no 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.

DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT:

The Company and its subsidiaries have entered into the following Loan transactions of loans and advances in the nature of loans to firms/companies in which directors are interested:

Sl. No	Name of the Lender Co.	Name of the Borrower (Firm/Company)	Name of Interested director	Nature of Transaction	Amount
1	R S Software (India) Ltd.	Paypermint Pvt. Ltd.	Subsidiary Company	Advance	Rs. 2,41,37,110.00

• **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 behaviour, 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 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 chrome-extension://efaidnbmninnibpcajpcglclefindmkaj/https://www.rssoftware.com/wp-content/uploads/2022/04/vigil_mechanism_policy-rssoftware.pdf.

• **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. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges where the shares of the Company listed as required under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the company has adopted various non-mandatory requirements and discretionary requirements under Regulation 27 of SEBI Listing Regulations, 2015 as disclosed below:

Chairman of the Board : The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.

Shareholder Rights : We display our quarterly and half yearly results on our web site www.rssoftware.com and also publish our results in widely circulated newspapers. We publish the voting results of shareholder meetings and make it available on our website www.rssoftware.com and report the same to Stock Exchanges in terms of Regulation 44 of the Listing Regulations.

Modified opinion(s) in audit report : The Auditors have issued an un-modified opinion on the Financial Statements of the Company.

Separate posts of Chairman and CEO : Mr. Rajnit Rai Jain is the Executive Director Chairman and Managing Director of the Company. The Company's Board consists of majority of Independent Directors. Mr. Rajnit Rai Jain is the CEO founder of the Company.

Reporting of Internal Audit : 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.

WEB- LINK FOR POLICY DETERMINING 'MATERIAL' SUBSIDIARIES:

The Company does not have any material subsidiary as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Policy for Determining 'Material' Subsidiaries is uploaded on the website of the company on chrome-extension://efaidnbmninnibpcajpcglclefindmkaj/https://www.rssoftware.com/wp-content/uploads/2022/09/Policy_on_determining_Material_Subsiidiaries.pdf

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 and clause (b) to (i) of Regulation 46(2) of SEBI Listing Regulations, 2015 and sub para of (2) to (10) of (C) of Schedule V of SEBI Listing Regulations, 2015, except that the company did not have requisite number of minimum six directors on the Board during the period as per Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after the sad demise of Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director w.e.f 17.03.2023. The Board is of the view that it shall fill the vacancy as soon as it finds a suitable person to be appointed as the director of the Company. The disclosure of the said has been made in the section of this 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 December 1, 2015 and same is available on the web link chrome-extension://efaidnbmnnnibpcajpglclefndmkaj/https://www.rssoftware.com/wp-content/uploads/2022/09/POLICY_DETERMINATION_MATERIALITY-OF-EVENTS-OR-INFORMATION.pdf

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 <chrome-extension://efaidnbmnnnibpcajpglclefndmkaj/https://www.rssoftware.com/wp-content/uploads/2022/09/Code-of-Conduct-for-Directors-and-Senior-Management.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 31st March 2023.

DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A) OF SEBI LISTING REGULATIONS, 2015.

Not Applicable.

CERTIFICATION REGARDING NON-DISQUALIFICATION OR NON-DEBARMENT OF DIRECTORS:

The Company has obtained a certificate from MR & Associates 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.

RECOMMENDATION OF THE COMMITTEE:

The board had accepted all the recommendation of Committees of the Board which is mandatorily required, in the relevant financial year.

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”.

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: <https://www.rssoftware.com/wp-content/uploads/2022/09/Code-of-Conduct-for-Directors-and-Senior-Management.pdf>

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 programs against sexual harassment are conducted across the organization.

The details of complaint for the Financial Year 2022-23 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 **Aajkaal**, 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 <https://www.rssoftware.com/investors/> . 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 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 unclaimed dividend of Rs.6,35,468.00 and 3361 shares has been made to Investor Education and Protection Fund during the year 2022-23.

GENERAL INFORMATION FOR SHAREHOLDERS AND INVESTORS

i.	Corporate Identification Number (CIN) of the Company	L72200WB1987PLC043375
ii.	Corporate Head quarter & Registered Office	“FMC FORTUNA”, 1 st 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	1st April to 31st March
iv.	Date time and Venue of Annual General Meeting	Through Video Conferencing / Other Audio-Visual Means
v.	Dividend Payment date	The Company did not recommend any dividend during the year 2022-23
vi.	Book Closure for AGM	20th July, 2023 to 26th July, 2023 (both days inclusive)
vii.	Tentative Calendar of Events for the Financial Year 2023-2024	
	First quarter results	July, 2023
	Second quarter and half-year results	November, 2023
	Third quarter results	February, 2024
	Annual Result	April, 2024
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 Pvt. 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., 1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
		National Stock Exchange of India Ltd., Exchange Plaza, 5 th 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 2022-2023
xiv.	Share Transfer System	Transmission of shares, issue of duplicate share certificates, issue of share certificates through sub-division and consolidation are 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 transmission of shares, issue of duplicate share certificates, issue of share certificates through sub-division and consolidation approved through ‘Share Transfer Committee’ are ratified by the Stakeholders Relationship Committee of the Board in the subsequent 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 31st March, 2024
xvi.	Listing Fees	Listing fees paid to both the Stock Exchanges where the Company’s equity shares are listed up-to 31 st March, 2024.
xvii.	Credit Ratings	There were no credit ratings obtained by the company during the period.

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 April 1, 2022 to March 31, 2023 are as follows:

**MONTHLY HIGH, LOW & CLOSING SHARE PRICE AT BSE
(Amount in Rs.)**

Month	High Price	Low Price	Closing Price
Apr-22	39.50	30.90	32.00
May-22	32.45	24.00	27.30
Jun-22	30.00	22.00	25.45
Jul-22	33.70	23.90	27.70
Aug-22	32.00	27.40	29.15
Sep-22	33.10	25.75	26.95
Oct-22	30.35	26.30	27.60
Nov-22	29.40	25.30	26.05
Dec-22	27.85	23.20	24.90
Jan-23	26.95	23.20	25.85
Feb-23	27.65	23.75	26.65
Mar-23	27.00	21.16	22.18

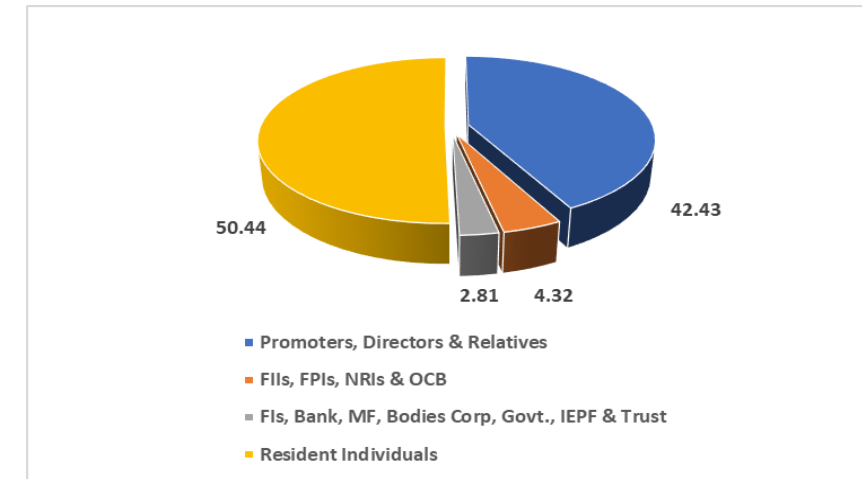
**MONTHLY HIGH, LOW & CLOSING SHARE PRICE AT NSE
(Amount in Rs.)**

Month	High Price	Low Price	Closing Price
Apr-22	38.20	30.90	32.00
May-22	32.55	24.40	27.40
Jun-22	30.70	21.95	25.40
Jul-22	33.65	23.75	27.60
Aug-22	34.00	27.70	29.20
Sep-22	33.05	25.80	27.00
Oct-22	30.50	26.10	27.75
Nov-22	29.35	25.40	26.00
Dec-22	27.80	23.00	24.85
Jan-23	27.25	23.05	25.80
Feb-23	27.75	23.40	26.75
Mar-23	27.15	21.10	22.20

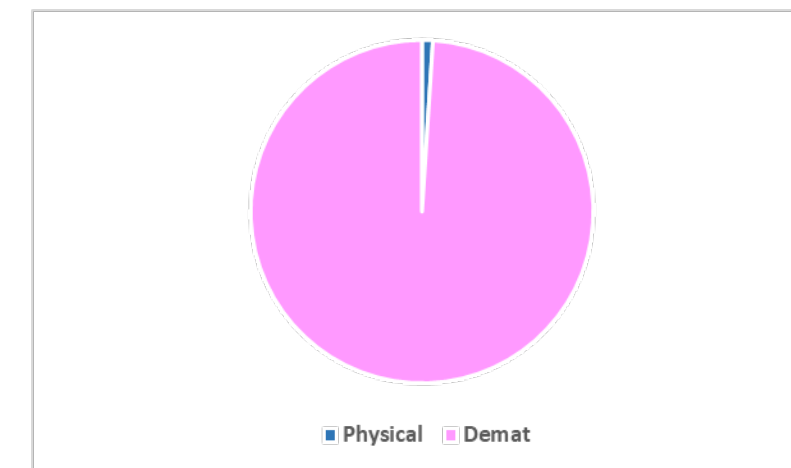
b. i. DISTRIBUTION OF EQUITY SHAREHOLDING AS ON 31.03.2023

Range	No. of Shareholders	% to Total Shareholders	Issued Share Capital	% to Total Share Capital
1-500	21817	81.46	14947265.00	11.63
501-1000	2692	10.05	10305055.00	8.02
1001-2000	1242	4.64	9304340.00	7.24
2001-3000	402	1.50	5089245.00	3.96
3001-4000	163	0.61	2923895.00	2.27
4001-5000	135	0.50	3208490.00	2.50
5001-10000	194	0.72	6998145.00	5.44
10001 & ABOVE	138	0.52	75765155.00	58.94
TOTAL	26783	100.00	128541590.00	100.00

ii. SHARE HOLDING PATTERN AS ON MARCH 31, 2023



iii. DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON MARCH 31, 2023



Nature of Holding

IMPACT IN EQUITY:

The Company has not issued any GDRs / ADRs / Warrants or other instruments, which are pending for conversion.

c. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

No such risks or activities to report during the year under review.

d. PLANT LOCATIONS

The Company is engaged in the Software development activities; therefore, the Company does not have any Plant Locations.

e. ADDRESS FOR CORRESPONDENCE (REGISTERED OFFICE)

R S Software (India) Ltd.
“FMC FORTUNA”, 1st Floor, A-2,
234/3A, A.J.C. Bose Road, Kolkata- 700020 Phone: 033- 22876254/6255/ 2281 0106-09
Fax: 033- 22876256
Website: www.rssoftware.com CIN: L72200WB1987PLC043375

f. 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

g. ATTORNEYS & SOLICITORS

Sandersons & Morgans
Royal Insurance Buildings, 5, Netaji Subhas Road, Kolkata-700001

Place: Kolkata
Date: 25.04.2023

For and on behalf of the Board of Directors

Sd/-
Rajnit Rai Jain
CHAIRMAN AND MANAGING DIRECTOR
(DIN: 00122942)

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

The Board of Directors
R S Software (India) Ltd
Kolkata

Dear Sir(s),

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 31st March 2023, 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 2022-23 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 2022-23;
- (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: 25.04.2023

Sd/-
Rajnit Rai Jain
Chairman & Managing Director
DIN: 00122942

Sd/-
Vijendra Surana
Chief Financial Officer &
Company Secretary

ANNUAL CERTIFICATE UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIRMENTS) 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 March 31, 2023.

Place: Kolkata
Date: 25/04/2023

Sd/-
Rajnit Rai Jain
(Chairman & Managing Director)
DIN: 00122942

PRACTICING COMPANY SECRETARY’S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS
OF CORPORATE GOVERNANCE

To
The Members,
R.S. Software (India) Limited

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 31st March, 2023 as stipulated in the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').
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.

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 the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations') for the year ended 31st March, 2023 *except the company did not have requisite number of minimum six directors on the Board during the period as per Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after the demise of Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director w.e.f 17.03.2023. However, the management is of the view that it shall fill the vacancy as soon as it finds a suitable person to be appointed as the director of the Company.*

3. 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

4. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

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

Place: Kolkata
Date: 25.04.2023

Sd/-
[CS Sneha Khaitan Jalan]
Partner
FCS No.: 11977
C P No.: 14923
UDIN No.: F011977E000188780

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) 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 31st March, 2023 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
2.	MR. RAJASEKAR RAMARAJ	00090279	01/05/2009
3.	MRS. SARITA JAIN	00206743	20/01/1988
4.	MR. RICHARD NICHOLAS LAUNDER	03375772	28/07/2009
5.	MR. CEDARAMPATTU SUBRAMANIAN MOHAN	01308472	01/02/2023
6.	MR. SHITAL KUMAR JAIN *	00047474	04/12/2006
7.	MR. LAKSHMANAN NARAYAN **	01582059	24/09/2020

* Mr. Shital Kumar Jain (DIN 00047474), Non-Executive Independent Director demised on March 17th, 2023.

** Mr. Lakshmanan Narayan (DIN:01582059) resigned as an Independent Non-Executive Director w.e.f. 1st February,2023.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the assurance as to the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither a future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Place: Kolkata
Date: 25.04.2023

Sd/-
[CS Sneha Khaitan Jalan]
Partner
FCS No.: 11977
C P No.: 14923
UDIN: F011977E000188670

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/s. R S Software (India) Limited

Report on the Audit of 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 March 31, 2023, 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 March 31, 2023, and its 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 there under, 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 judgment, 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 our report.

Sr. No	Key Audit Matter	How our audit addressed the Key Audit Matter
1	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. 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.	Our audit procedure in recognition of revenue includes- a. Obtaining an understanding of the systems, processes and controls implemented for recording and computing revenue b. Thereafter tested the controls 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. c. Selected on sample basis for performing the following procedures 1. Reviewed the particulars of the agreements (i.e distinct performance obligations, nature of work, transaction price including other Terms and Conditions). 2. Compared the Actual Performance Obligations with agreed performance obligations and revenue booking based on performance obligations achieved/rendered. 3. Effectiveness of controls have also been tested which broadly includes identification of major performance obligations of the company as stated in the agreement, nature of contracts whether milestone based, fixed price contracts, maintenance contracts, certain enhancement related contracts and determination of revenue recognition accordingly (like Fixed price / maintenance revenue contracts should be recognized on a straight line basis or using the percentage completion method) 4. Reviewing the details of the resources engaged in the performance of the contracts, on test check basis, along with their approved attendance by the client 5. Reviewed the terms of the contracts in relation to 'transaction price' including any variable consideration and tested that revenue booking corresponds to the same. 6. 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 & subsequent invoicing and existing trend of collections. 7. 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.

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 out 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 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, 2020 (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 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 matter to be included in the Auditor's report in accordance with the requirements of Section 197(16) of the act, as amended –
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the act.

 - (h) With respect to the other matters to be includes 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 has disclosed the impact of pending litigations in its financial statements (refer Note 24)
 - 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.
 - iv. As per the management representation provided, we report –

- no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the Intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

- no funds have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

- Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given by management under the above sub-clauses contain any material mis-statement.
 - v. As per the records of the Company no dividend has been declared or paid during the year.
 - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only w.e.f. April 1, 2023, hence reporting under this clause is not applicable.

For **Chaturvedi & Company**
Chartered Accountants
(Firm Reg. No. 302137E)

Sd/-
Nilima Joshi
Partner
Mem. No. 052122
UDIN : 23052122BGXQCA8414

Place : Kolkata
Date : 25.04.2023

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, 2023, we report that

i. (a) (A) The Company has generally maintained proper records showing full particulars, including quantitative details of Property, Plant and Equipment and relevant details of right-of-use assetexcept location thereof.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified every year. In accordance with this programme, all the Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property disclosed in the financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. (a) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees at any point of time of the year in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the requirement to report on para 3(ii)(b) 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 made investment, provided any guarantee or security or granted advances in the nature of loans secured or unsecured to companies, firms, limited liability Partnership or any other parties during the year except that the Company has granted unsecured loans and had also assured financial support for the financial year to meet all its obligation to one subsidiary company during the year which is covered in the register maintained under section 189 of the Companies Act, 2013. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnership or any other parties during the year except as mentioned above.

(A) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans to a subsidiary as below :

	Loans (Amount)
Aggregate amount granted/provided during the year	Rs. 1,97,04,629.16
Balance Outstanding as at balance sheet date in respect of above	Rs. 2,41,37,109.72

(B) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to a party other than a subsidiary, joint ventures and associates. Hence reporting under clause iii(a)(B) of the order is not applicable to the Company.

(b) According to the information and explanation given to us and based on the audit proceeding conducted by us, we are of the opinion that the terms and conditions of the loans given are prima facie prejudicial to the interest of the Company.

(c) According to the information and explanation given to us and on the basis of examination of the records of the Company, no schedule of repayment of principal and interest has been stipulated in this regard and hence clause (iii)(c) to Clause (iii)(e) of the order is not applicable.

(d) According to the information and explanation given to us and on the basis of examination of the records of the Company, the Company has granted loan to its subsidiary without specifying any terms or period of repayment. The aggregate amount of such loan is Rs. 1,97,04,629.16 and it is hundred percent of the total loan granted to related party as defined in clause (76) of section 2of the Companies Act, 2013.

(iv) On the basis of examination of records and according to information and explanation given to us, the Company has complied with the provision of section 185 and 186 of the Act, with respect to loans, investments, guarantee and security, as applicable.

(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 and hence para 3(v) of the Order is not applicable to the Company.

(vi) According to the information and explanation given to us, 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. Thus paragraph 3(vi) of the Order is not applicable.

(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, goods and service tax (GST), cess and other statutory dues applicable to it except certain delay in deposit of GST and non deposit of Federal Tax, Interest and Penalty in USA to the extent of demand of Rs.6.04 crores. Except non deposit of Federal Tax, Interest and Penalty in USA, no other statutory dues were outstanding, as at 31st March 2023 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and examination of the records of the Company, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and service tax (GST), cess and other material statutory dues were outstanding, as at 31st March 2023 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
Service Tax	Service Tax Refunds	1.88 crores	FY 2015 & FY 2016	Tran 1 has been rejected, the company is in process of filing an appeal in Higher Forum
Federal Tax USA	Income Tax	3.75 crores	FY2011 &2012	The company has started making installment based payments and is trying to seek further relief
Federal Tax USA	Income Tax	2.29 crores	FY 2014,2015 & 2016	Steps undertaken to get waiver

(viii) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transaction, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company have not defaulted in repayment of any loans or borrowings from any lender during the year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any money by way of term loans.

(d) According to the information and explanations given to us and based on our examination of the records of the Company,the company has not raised funds on short-term basis.Accordingly clause 3(ix)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Accordingly clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable.

(b) 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 convertible debentures during the year. Hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) Based on the examination of the books and records of the Company and according to the information and explanation given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information and explanation given to us, there was no whistle blower complaints received by the Company during the year

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of the Order is not applicable.

(xiii) According to the information and explanation given to us and based on the audit procedures performed by us, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business and we have considered the internal audit reports for the year under audit.

(xv) In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, the provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) According to the information and explanation given to us and based on the audit procedures performed by us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) According to the information and explanation given to us and based on the audit procedures performed by us, the Company has not conducted any non-banking Financial or Housing Finance Activities. Hence reporting under paragraph 3(xvi)(b) of the Order is not applicable.

(c) According to the information and explanation given to us and based on the audit procedures performed by us, the Company is not a Core Investment Company (CIC) as defined in the regulation made by the Reserve Bank of India. Hence reporting under paragraph 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanation given to us and based on the audit procedures performed by us, the Group does not have any CIC as part of the Group. Hence reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has incurred cash losses in the Financial Year and in the immediately preceding financial year. The cash loss during the year was Rs. 101.80 lacs and in the immediately preceding year it was Rs. 442.68 lacs

(xviii) There has been no resignation of the statutory auditors during the year and hence reporting under clause (xviii) of the order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report of the Company's capability of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on

the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanation given to us and based on the audit procedures performed by us, provision of section 135 relating to corporate social responsibility is not applicable on the company, hence nothing is required to be reported under clause (xx)(a) & clause (xx)(b) of the order

For **Chaturvedi & Company**
Chartered Accountants
(Firm Reg. No. 302137E)

Sd/-
Nilima Joshi
Partner
Mem. No. 052122
UDIN : 23052122BGXQCA8414

Place : Kolkata
Date : 25.04.2023

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, 2023 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 judgment, 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 nor 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, 2023, 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 Chaturvedi & Company
Chartered Accountants
(Firm Reg. No. 302137E)

Sd/-
Nilima Joshi
Partner
Mem. No. 052122
UDIN : 23052122BGXQCA8414

Place : Kolkata
Date : 25.04.2023

R S SOFTWARE (INDIA) LIMITED
BALANCE SHEET AS AT MAR 31,2023

PARTICULAR		Notes	As at MAR 31, 2023 ₹ in Lac	As at MAR 31, 2022 ₹ in Lac
ASSETS				
NON CURRENT ASSETS				
a	PROPERTY PLANT EQUIPMENT & INTANGIBLE ASSETS			
i	PROPERTY PLANT & EQUIPMENT	3	178.56	156.04
ii	OTHER INTANGIBLE ASSETS	3	351.89	587.62
iii	RIGHT TO USE ASSET	3A	231.71	
b	FINANCIAL ASSETS			
(i)	INVESTMENTS	4	3,173.30	3,173.30
(ii)	LOANS	5	-	-
(ii)	OTHER FINANCIAL ASSET	5	5.56	14.97
c	DEFERRED TAX ASSETS (Net)	6	-	-
d	OTHER NON CURRENT ASSETS	7	465.90	416.92
CURRENT ASSETS				
e	FINANCIAL ASSETS			
(i)	INVESTMENT	8	142.26	816.31
(ii)	TRADE RECEIVABLES	9	86.20	386.22
(iii)	CASH & CASH EQUIVALENTS	10	657.62	440.85
(iv)	OTHER BANK BALANCES	10	58.27	563.39
(v)	LOANS TO RELATED PARTY	11	241.37	44.32
(v)	OTHER FINANCIAL ASSETS	12	1,527.17	427.63
f	OTHER CURRENT ASSETS	13	256.69	516.86
	TOTAL ASSETS		7,376.51	7,544.44
EQUITY AND LIABILITIES :				
EQUITY				
(i)	EQUITY SHARE CAPITAL	14	1,285.42	1,285.42
(ii)	OTHER EQUITY	15	4,303.03	4,799.13
LIABILITIES				
NON CURRENT LIABILITIES				
a)	NON CURRENT FINANCIAL LIABILITIES			
	BORROWINGS	16	-	8.66
	LEASE LIABILITY	22	241.40	-
b)	PROVISIONS	17	103.32	88.70
CURRENT LIABILITIES				
c)	FINANCIAL LIABILITIES			
(i)	SHORT TERM ADVANCES	18	553.57	665.33
(ii)	TRADE PAYABLES	19	234.46	138.87
(iii)	OTHER FINANCIAL LIABILITIES	20	492.45	453.86
d)	OTHER CURRENT LIABILITIES	21	135.64	80.90
e)	SHORT TERM PROVISIONS	23	27.23	23.57
	TOTAL LIABILITIES		7,376.51	7,544.44

Significant Accounting Policies and Notes on Accounts 1 to 48
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 : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25, 2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

ON BEHALF OF THE BOARD

R S SOFTWARE (INDIA) LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MAR 31,2023

PARTICULARS			Notes	YEAR ENDED MAR 31,2023 ₹ in Lac	YEAR ENDED MAR 31,2022 ₹ in Lac
I	REVENUE FROM OPERATIONS		25	3,012.67	2,751.23
II	OTHER INCOME		26	71.59	455.58
III	TOTAL REVENUE			3,084.26	3,206.81
IV	EXPENSES :				
	PURCHASE OF STOCK IN TRADE		27	69.92	159.14
	EMPLOYEE BENEFIT EXPENSES		28	2,064.67	2,384.94
	SUBCONTRACTOR EXPENSES		29	266.98	280.80
	FINANCE COST		30	22.27	0.05
	DEPRECIATION & AMORTISATION		3	304.99	318.67
	OPERATION AND OTHER EXPENSES		31	762.21	824.57
	TOTAL EXPENSES			3,491.05	3,968.16
V	PROFIT / (LOSS) BEFORE TAX :	(III - IV)		(406.79)	(761.35)
VI	TAX EXPENSES			-	375.38
				-	375.38
	PROFIT/ (LOSS) FOR THE YEAR ENDED			(406.79)	(1,136.73)
	OTHER COMPREHENSIVE INCOME/(LOSS)				
	ITEMS WHICH WILL NOT BE CLASSIFIED INTO P&L RELATING TO ACTUARIAL GAIN/LOSS			(6.59)	(109.96)
	TOTAL COMPREHENSIVE INCOME/(LOSS)			(6.59)	(109.96)
VII	PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATION :	(V - VI)		(413.38)	(1,246.69)
VIII	EARNINGS PER EQUITY SHARE :				
	BASIC		40	(1.61)	(4.85)
	DILLUTED		40	(1.61)	(4.85)

Significant Accounting Policies and Notes on Accounts 1 to 48
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 : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

ON BEHALF OF THE BOARD

R S SOFTWARE (INDIA) LIMITED
CASH FLOW STATEMENT FOR THE PERIOD ENDED MAR 31,2023

PARTICULARS		YEAR ENDED MAR 31,2023 ₹ in Lac	YEAR ENDED MAR 31,2022 ₹ in Lac
CASH FLOW STATEMENT			
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	NET PROFIT BEFORE TAX	(406.79)	(761.35)
	ADJUSTMENT FOR :		
	DEPRECIATION	304.99	318.67
	INTEREST PAID	22.27	0.05
	FOREIGN EXCHANGE FLUCTUATION RESERVE	(82.72)	(29.97)
	PROVISION FOR GRATUITY, LEAVE ENCASHMENT	10.61	(44.59)
	INTEREST RECEIVED	(71.59)	(78.70)
	LEASED ASSET ADJUSTMENT	9.69	-
	EMPLOYEES EXPENSES AMORTIZATION	(2.58)	(125.03)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(216.12)	(720.92)
	ADJUSTMENT FOR :		
	TRADE AND OTHER RECEIVABLES	(799.52)	726.75
	LOANS AND ADVANCES AND OTHER ASSETS	23.55	1,356.51
	TRADE PAYABLES & OTHER LIABILITIES (INCLUDES EMPLOYEE AMORTISATION & FOREX)	80.81	(256.24)
	CASH GENERATED FROM OPERATIONS	(911.27)	1,106.10
	NET CASH FROM OPERATING ACTIVITIES	(911.27)	1,106.10
B	CASH FLOW FROM INVESTMENT ACTIVITIES :		
	PURCHASE OF PROPERTY PLANT & EQUIPMENT	(45.44)	62.48
	INTEREST RECEIVED	103.80	80.31
	LEASE AMMORTISATION	(46.34)	-
	INVESTMENT MADE DURING THE YEAR	641.85	(520.26)
	NET CASH FROM INVESTMENT ACTIVITIES	653.86	(377.46)
C	CASH FLOW FROM FINANCE ACTIVITIES:		
	INTEREST PAID	(22.27)	(0.05)
	LOAN PAID	(8.66)	(771.43)
	NET CASH FROM FINANCING ACTIVITIES	(30.93)	(771.48)
	NET INCREASE /DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(288.35)	(42.84)
	OPENING CASH AND CASH EQUIVALENTS	1,004.24	1,047.08
	CLOSING CASH AND CASH EQUIVALENTS	715.89	1,004.24

The Cash flow statement has been made under the indirect method as per IND AS - 7
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 : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

ON BEHALF OF THE BOARD

15 STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MAR 31, 2023*									
PARTICULARS	Reserve and Surplus						Other comprehensive income		₹ in Lac
	Securities premium reserve	Retained earnings	CSR FUND Reserve	Inter Branch Foreign Fluctuation Reserve	Share Forfeiture Reserve	PREFERENCE SHARE REDEMPTION RESERVE	Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total equity attributable to equity holders of the Company
Equity Share Capital									
Balance as of April 1, 2022									1,285.42
Changes during the period									-
Balance as of Mar 31, 2023									1,285.42
Other Equity									
Balance as of April 1, 2022	2,586.38	1,653.32	113.15	443.66	43.50	255.31	-	(296.20)	4,799.13
Changes in equity for the period									
Changes due to Inter Branch Foreign Fluctuation Account	-			(82.72)	-	-	-	-	(82.72)
Changes during the period	-	(406.79)	-	-	-	-	(6.59)		(413.38)
Balance as of Mar 31, 2023	2,586.38	1,246.53	113.15	360.94	43.50	255.31	-	(302.79)	4,303.03

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MAR 31 2022									
PARTICULARS	Reserve and Surplus						Other comprehensive income		₹ in Lac
	Securities premium reserve	Retained earnings	CSR FUND Reserve	Inter Branch Foreign Fluctuation Reserve	Share Forfeiture Reserve	PREFERENCE SHARE REDEMPTION RESERVE	Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total equity attributable to equity holders of the Company
Equity Share Capital									
Balance as of April 1, 2021									1,285.42
Changes in equity for Year Ended MAR 31,2022									-
Balance as of MAR 31,2022									1,285.42
Other Equity									
Balance as of April 1, 2021	2,586.38	2,790.06	113.15	473.63	43.50	255.31	-	(186.24)	6,075.79
Changes in equity for Year Ended MAR 31,2022									
Changes due to Inter Branch Foreign Fluctuation Account	-			(29.97)	-	-	-	-	(29.97)
Changes during the year	-	(1,136.73)	-	-	-	-	(109.96)		(1,246.69)
Balance as of MAR 31,2022	2,586.38	1,653.32	113.15	443.66	43.50	255.31	-	(296.20)	4,799.13

The company has retained its CSR fund created earlier suo moto by the company in order to meet its obligation towards the society, despite being in losses.

*This Statement forms a integral part of Standalone Financial Statement

For CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS
(Reg. no : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

ON BEHALF OF THE BOARD

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

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 and India. The Financial Statement are approved for issue by the company's Board of Directors on Apr. 25, 2023.

2

a. Significant Accounting Policies

These financial statements are prepared in accordance with Indian Accounting Standard (Ind 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 precribed 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 accouting 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.

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. 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.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

The Company derives revenues primarily from business IT services comprising of software dev elopement 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. All other investment income has been accounted for on accrual basis.

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 f 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). Transaction based Revenue on Licensed Product is recognised on availability of Transaction Volumes or monthly Fixed value as applicable.

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 us commission , 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 Rs 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

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

	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: <table><tr><td>COMPUTER SOFTWARE & LICENCES</td><td>3-5 Years</td></tr></table> Depreciation is not recorded on Intangible Asset under Development until construction and installation are complete and the asset is ready for its intended use.	COMPUTER SOFTWARE & LICENCES	3-5 Years
COMPUTER SOFTWARE & LICENCES	3-5 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	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 30th 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 Variable Pay is accounted for on completion of Appraisals of the employees.The Company also provides for Gratuity and Leave Encashment based on actuarial valuation, annually, 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 at the of the year.		
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 accordance with the 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.		

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

o	Financial instruments Initial recognition
i)	The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. Initial recognition has been measured at its fair value plus or minus transaction costs that re directly attributable. Regular 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 Asset & liabilities for all leases taken for a term of more than 12 months are recognised as per IND AS 116 unless unlined assets is of low value.
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.
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.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

t **Recent Notification** Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules, 2015 as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below: Ind AS 1 – Presentation of Financial Statements The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements. Ind AS 12 – Income Taxes The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements. Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

3.PROPERTY PLANT AND EQUIPMENT											₹ in Lac	
PARTICULARS	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION & AMORTISATION				NET CARRYING AMOUNT			
	AS ON 1ST OF APRIL 22	ADDITIONS	DED/ADJ	AS AT MAR 31,2023	AS ON 1ST OF APRIL 22	ADDITIONS	DED/ADJ	AS AT MAR 31,2023	AS AT MAR 31,2023	AS AT MAR 31,2022		
LAND	9.68	-		9.68	-			-	9.68	9.68		
BUILDING	105.37			105.37	24.559	4.09		28.65	76.72	80.81		
PLANT & EQUIPMENT	464.54	45.44		509.98	444.97	10.53		455.49	54.49	19.57		
OFFICE EQUIPMENT	52.20		-	52.20	49.69	0.84	-	50.53	1.67	2.51		
AIR CONDITIONER	33.51		-	33.51	8.68	2.35	-	11.03	22.49	24.84		
ELECTRICAL INSTALLATIONS	0.00		0.00	-	0.00	-	0.00	-	-	(0.00)		
FURNITURE & FITTINGS	90.53		-	90.53	72.34	5.11	-	77.45	13.08	18.20		
MOTOR VEHICLES	16.14			16.14	15.70			15.70	0.44	0.44		
TOTAL (a)	771.97	45.44	0.00	817.41	615.93	22.92	0.00	638.85	178.56	156.04		
OTHER INTANGIBLE ASSETS										0		
SOFTWARE PRODUCT - EFRM	1,162.51			1,162.51	576.78	234.28		811.06	351.45	585.73		
COMPUTER SOFTWARE	333.76			333.76	331.87	1.45		333.32	0.44	1.89		
TOTAL (b)	1,496.27	-	-	1,496.27	908.65	235.73	-	1,144.38	351.89	587.62		
TOTAL (a+b)	2,268.24	45.44	0.00	2,313.68	1,524.58	258.65	0.00	1,783.23	530.45	743.66		
Amortization of Right to Use Asset	-				-	46.34				0		

PARTICULARS	GROSS CARRYING AMOUNT					ACCUMULATED DEPRECIATION & AMORTISATION					NET CARRYING AMOUNT	
	AS ON 1ST OF APRIL 21	ADDITIONS	DED/ADJ	AS AT MAR 31,2022	AS ON 1ST OF APRIL 21	ADDITIONS	DED/ADJ	AS AT MAR 31,2022	AS AT MAR 31,2022	AS AT MAR 31,2021		
LAND	7.76	1.92		9.68	-			-	9.68	7.76		
BUILDING	105.37			105.37	20.47	4.09		24.56	80.81	84.90		
PLANT & EQUIPMENT	458.72	5.82		464.54	433.21	11.75		444.97	19.57	25.51		
OFFICE EQUIPMENT	94.67		42.47	52.20	88.98	1.47	40.75	49.69	2.51	5.69		
AIR CONDITIONER	124.67		91.16	33.51	34.21	7.67	33.21	8.68	24.84	90.46		
ELECTRICAL INSTALLATIONS	64.55		64.55	0.00	60.71	0.70	61.41	0.00	-0.00	3.84		
FURNITURE & FITTINGS	160.70		70.16	90.53	124.41	10.67	62.75	72.34	18.20	36.28		
MOTOR VEHICLES	16.14			16.14	15.70			15.70	0.44	0.44		
TOTAL (a)	1,032.58	7.74	268.34	771.97	777.70	36.36	198.12	615.93	156.04	254.88		
OTHER INTANGIBLE ASSETS												
SOFTWARE PRODUCT - EFRM	1,162.51			1,162.51	342.50	234.28		576.78	585.73	820.01		
COMPUTER SOFTWARE	333.76			333.76	283.83	48.04		331.87	1.89	49.93		
TOTAL (b)	1,496.27	-	-	1,496.27	626.33	282.31	-	908.65	587.62	869.94		
TOTAL (a+b)	2,528.85	7.74	268.34	2,268.24	1,404.03	318.67	198.12	1,524.58	743.66	1,124.82		

1)Land includes Leasehold land amounting to Rs. 458,694/- from WBEIDC The lease expires in year 2086. Bills for yearly lease payments have been received and paid, as the effect of adoption of IND AS -116 would be insignificant and lease has been carried on at its historical cost.

2)The Aggregate Depreciation has been included under depreciation and amortisation Expense in the statement of Profit and loss.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

3A	<u>RIGHT TO USE ASSET</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	RIGHT TO USE ASSET	231.71	-
	*Created in accordance with Ind AS 116	-	20.24
		231.71	20.24

4	<u>NON-CURRENT INVESTMENTS (AT COST)</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	(Others - unquoted)		
	In Subsidiary		
	RESPONSIVE SOLUTION INC.	163.30	163.30
	(500 no.(Previous year 500 no.) Equity Share of USD 0.01 each fully paid up)		
		163.30	163.30
	Paypermint Pvt Ltd	3,010.00	3,010.00
	(8150000(previous year 7600000) nos of equity shares of Rs 10 each fully paid up)	-	-
		3,173.30	3,173.30
	Total Carrying value of investment (at Cost)	3,173.30	3,173.30

5	<u>OTHER FINANCIAL ASSETS</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	FD On Lien (With Original Maturity More Than 12 Months)		
	ICICI Bank	5.56	14.97
		-	-
		5.56	14.97

6	<u>Deferred tax Assets (NET)</u>		
	Deferred Tax Liability Calculation:		
	Deferred Tax Asset	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Tax Rate	26.00	26.00
	WDV Difference closing Property Plant & Equipment	(23,585,641.03)	(9,725,299.34)
	Asset as per Companies Act	53,045,133.02	74,366,263.48
	Asset as per Income Tax	76,630,774.05	84,091,562.82
	Closing Temporary Difference	(23,585,641.03)	(9,725,299.34)
	Closing Balance DTL	(6,132,266.67)	(2,528,577.83)
	Loss on business	1,425,737,350.66	1,509,068,647.82
	Provision for Gratuity & Leave	13,054,617.00	11,227,089.00
	Originating TD	1,438,791,967.66	1,520,295,736.82
	Closing TD	1,438,791,967.66	1,520,295,736.82
	Closing Balance DTA	374,085,911.59	395,276,891.57
	Net Deferred Tax Assets	380,218,178.26	397,805,469.40
	The Company has not considered booking Deferred Tax Assets in accordance with Prudent Accounting Policies during corresponding periods.		

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

7	<u>OTHER NON CURRENT ASSETS</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Prepaid Expenses	2.39	4.59
	Security Deposits	74.98	8.81
	Advance Taxes (Net Of Provisions)	159.46	167.75
	Balances With Govt. Authorities	229.07	235.78
		465.90	416.92

8	<u>CURRENT INVESTMENT</u>	MAR 31, 2023		MAR 31,2022	
		No. of unit	₹ in Lac	No. of unit	₹ in Lac
	Investment in Mutual Fund (Others - unquoted)				
	ICICI Ultra Short Term Fund Dp Growth			128	0.03
	Nippon India Floating Rate Fund Direct Growth Plan			4768	1.80
	Nippon India Ultra Short term Fund-Direct Plan Growth Option			8586	303.02
	Kotak Credit Risk Fund-Direct Plan Growth			396619	106.75
	Nippon India Low Duration Fund Direct Growth	1083	36.17	9592	303.96
	L & T Low Duration Fund Direct Plan - Growth	422212	106.08	422212	100.74
	Aggregate amount of investment at Cost Rs.133,87.46 Lacs (as on 31.03.2022 Rs. 775.72 Lacs)		142.26	142.26	816.31

9	TRADE RECEIVABLES				MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Unsecured and Considered good				134.52	435.14
	less:Expected Credit loss on receivables				(48.32)	(48.91)
					86.20	386.22
	Receivable ageing	Out Standing for the following periods from the due date				
	Particulars for Y/E 03/2023	< 6 months	6 m-1 yr	1-2 years	2-3 years	Total
	Undisputed - Good	68.31	6.55	11.34		86.20
	Undisputed -Doubtfull					
	Disputed - Good	0	0.00	0	0	0
	Total	68.31	6.55	11.34	0.00	86.20
	Particulars for Y/E 03/2022	< 6 months	6 m-1 yr	1-2 years	2-3 years	Total
	Undisputed - Good	374.88	11.34	0.00		386.22
	Undisputed -Doubtfull					
	Total	374.88	11.34	0.00	0.00	386.22

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

10	<u>CASH AND BANK BALANCE</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	CASH & CASH EQUIVALENTS		
	CASH IN HAND *	0.00	8.00
	BALANCE WITH BANK :		
	SCHEDULED BANKS		
	- in Current Account (Axis bank)	45.34	47.20
	- in Current Account (HDFC Bank)	10.00	12.59
	- in Current Account (ICICI Bank)	273.23	335.12
	- in Current Account (YES Bank)	11.98	8.26
	- in Current Account (SBI Bank)	5.71	16.72
	FOREIGN BANK		
	- in Current Account(with ICICI,SILICON VALLEY BANK)	11.36	12.96
	FIXED DEPOSITS - with original maturity less than 3 Months		
	Fixed Deposits with Yes Bank / ICICI	300.00	0.00
		657.62	440.85
	OTHER BANK BALANCES		
	FD with ICICI Bank (On Lien Less Than 12 Months)	45.37	51.13
	FD with Axis Bank (On Lien Less Than 12 Months)	8.05	7.77
	FD with Allahabad Bank (On Lien Less Than 12 Months)	-	10.19
	FD with Yes Bank (On Lien Less Than 12 Months)	(0.00)	478.89
	Earmarked Balances With Banks(Unclaimed Dividend A/C)	4.85	15.41
	* Cash in hand is as certified by the Management	58.27	563.39

11	<u>LOANS</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Unsecured loan to subsidiary	241.37	44.32
		241.37	44.32

12	<u>OTHER FINANCIAL ASSETS</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Unbilled Revenue	1,527.17	427.63
		1,527.17	427.63

13	<u>OTHER CURRENT ASSETS</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Advances Other Than Capital Advances	80.04	26.51
	Prepaid Expenses	60.94	26.16
	Deposits	-	109.03
	Advance To Staff	9.18	6.64
	Advance Taxes (Net of Provisions)	-	299.68
	Balances With Govt. Authorities	106.53	48.83
		256.69	516.86

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

14	<u>EQUITY SHARE CAPITAL</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
a	The AUTHORISED CAPITAL is :		
	40000000 Equity Share Of INR 5/- Each	2,000.00	2,000.00
	2500000 Preference Share Of INR 100/- Each	2,500.00	2,500.00
		4,500.00	4,500.00
b	ISSUED SUBSCRIBED AND PAID-UP-FULLY CALLED AND PAID UP		
	25,708,318.00 Equity Share Of INR 5/- Each	1,285.42	1,285.42
	(Previous Year 257,08,318 Shares Of INR 5 Each)		
		1,285.42	1,285.42

The company has only one class of shares referred to as Equity Shares having a par value of ₹ 5/- at the beginning of the year. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holder of the equity shares would 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 would be in proportion to the number of equity shares held by the shareholders.

The company granted 250000 ESOP options to one of the Senior Management Employees of the company on 29th Jan,2019 and as per the Terms of the Company's ESOP Scheme 25% of the total options granted would be vested after each one year with a maximum staggered vesting period of four years from the date of grant of the options. The concerned employee yet exercise the final instalment of 100% of the options granted in the exercise period declared after January 2023 for the allotment of shares. This will expire in 90 days from the date of fourth vesting.

c	<u>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year</u>				
	Equity Share	MAR 31, 2023		MAR 31,2022	
		No. of Share	₹ in Lac	No. of Share	₹ in Lac
	Number of shares at the beginning	25,708,318	1,285.42	25,708,318	1,285.42
	Number of shares at the end	25,708,318	1,285.42	25,708,318	1,285.42
d	SHAREHOLDER HOLDING MORE THAN 5% OF THE SHARE				
		MAR 31, 2023		MAR 31,2022	
	Mr. Rajnit Rai Jain	10090288 shares of INR 5 each		10090288 shares of INR 5 each	
		(39.25% of total shareholding)		(39.25% of total shareholding)	

e	Aggregate Nos of shares issued for consideration other than cash and shares bought back during five years immediately preceeding the current FY		NIL		NIL		
f	Shares held by the Promoters at the end of the year	Promoter Name	No. of Shares 31-03-23	% holding	No. of Shares 31-03-22	% holding	% change during year
		Mr. Rajnit Rai Jain	10090288	39.2%	10090288	39.2%	-
		Mrs Sarita Jain	366544	1.4%	366544	1.4%	-

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

16	NON CURRENT FINANCIAL LIABILITIES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	BORROWINGS	-	8.66

17	NON CURRENT PROVISIONS	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Provision For Leave Encashment	10.65	9.24
	Provision For Gratuity	92.66	79.46
		103.32	88.70

18	SHORT TERM ADVANCE	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Advances From Subsidiaries *	553.57	665.33
	*The unsecured interest free advance has been taken from 100% subsidiary of the company	553.57	665.33

19	<u>CURRENT TRADE PAYABLE</u>				MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac	
	Trade Payable-other than MSMED vendor				234.46	138.87	
					234.46	138.87	
	Payable aging Schedule	Outstanding for period from the due date - 31.03.2023			Outstanding for period from the due date - 31.03.2022		
	Particulars	< 1 year	>1 years	Total	< 1 year	>1 years	Total
	MSME						
	Others	234.46	0	234.46	138.87	0	138.87
	MSME (Disputed)						
	Others (Disputed)						
	Total	234.46	0	234.46	138.87	0	138.87

20	CURRENT OTHER FINANCIAL LIABILITIES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Unpaid Dividend	4.85	15.41
	Salary Payable	23.74	25.62
	Statutory Liability Including PF, TDS, ESI Etc.	463.85	412.83
		492.45	453.86

21	OTHER CURRENT LIABILITIES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Statutory Liability Including GST	133.53	50.91
	Advance From Customers	-	27.55
	Security Deposit & Others	2.11	2.44
		135.64	80.90

22	LEASE LIABILTY	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Lease Liabilty on Leased Property	241.40	-
	*Created in accordance with Ind AS 116		
		241.40	

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

23	SHORT TERM PROVISIONS	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Provision For Leave Encashment	3.41	2.31
	Provision For Gratuity	23.82	21.27
		27.23	23.57

24	CONTINGENT LIABILITIES & ASSETS (TO THE EXTENT NOT PROVIDED FOR/ACCRUED) & OTHER NOTES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	a) Guarantee Outstanding *	46.19	436.22

b) In response to order received for demand of service tax of INR 3.99 Cr(FY2007-12) , the company has filled an apeal with CESTAT and the same is pending as on date.

c) The Company has a tax demand from Franchisee Tax Board of \$494563 (Rs 3.75 Crores) relating to tax years 2011 and 2012. The same is accounted for. The company has started making installment based payments and is trying to seek further relief.

d) The Company has a tax asseement going on with FTB, California USA for Tax Years 2014, 2015 and 2016 wherein the demand has been reduced to \$ 302257 (Rs 2.29Crores) . The Company has undertaken steps to get further waiver on the said demand.

e) The Company has pending claims of Rs 1.88 Crores on account of Service Tax Refunds. The Company had filed Tran 1 which has been rejected and the company is in process of filing an appeal in Higher Forum.

f) The company is committed to support the operations of its subsidiary Paypermint Private Limited during the next Finacial year

25	REVENUE FROM OPERATION	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Export of Software Services Income	495.05	1,134.77
	Domestic Income from Software Services	2,428.68	1,447.32
	Domestic Sales of stock in trade	88.93	169.14
	* Annexure to Note 25 has been attached for other disclosure purpose	3,012.67	2,751.23

26	DETAILS OF OTHER INCOME	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Interest Received from Bank Fixed Deposit	25.25	38.95
	Net gain on Sale of Investments in Mutual Funds	53.69	28.10
	Interest on Income Tax Refund	14.27	90.99
	Deferred Income- Govt. Grant	-	(12.03)
	Interest from Employee Welfare Trust		
	Unrealised gain/loss on Investment carried at FV through P&L	(32.20)	(1.62)
	Interest Income From Subsidiary	11.01	0.33
	Other Income	20.04	408.24
	Income Tax Adjustment	(20.47)	(90.99)
	Net Gain /loss from Foreign Transaction	-	(6.39)
		71.59	455.58

27	PURCHASE OF STOCK IN TRADE	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Purchase of stock in trade	69.92	159.14
		69.92	159.14

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

28	<u>EMPLOYEE BENEFIT EXPENSES</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Salary Wages And Bonus	1,877.76	2,096.66
	Contribution to PF And Other Funds	101.28	151.44
	Staff Welfare Expenses	85.63	136.84
		2,064.67	2,384.94

29	<u>SUBCONTRACTOR EXPENSES</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
		266.98	280.80

30	<u>FINANCE COST</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Other Borrowing Cost	22.27	0.05
	*Includes Interest on Lease of Rs.14.34 Lacs	22.27	0.05

31	<u>OPERATION AND OTHER EXPENSES</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Travelling	124.72	88.06
	Conveyance	17.32	8.73
	Staff Welfare	8.81	9.77
	Communication	32.85	35.31
	Printing and Stationery	3.09	0.16
	Electricity and Power	39.37	76.88
	Rent - Apartment & Ground	66.49	162.46
	Repairs - Machinery	70.93	56.84
	Repairs - Building	33.40	39.27
	Repairs - Others	5.35	5.33
	Education and Training Expenses	8.58	6.14
	Insurance	32.08	44.71
	Audit Fee	4.30	3.80
	Directors' Fees	20.00	24.80
	Rates & Taxes	17.35	42.22
	Legal / Professional Fee	66.31	63.14
	Consultancy Charges	16.95	2.16
	Recruitment & Reloca- tion Expenses	31.35	17.21
	General and Board Meeting expenses	6.23	0.10
	Membership and Sub- scription	36.49	28.40
	Business Promotion	65.63	19.09
	Advertisement	4.20	4.06
	Loss on Disposal of Asset	-	50.30
	Bank Charges	11.31	7.11
	Impairment loss rec- ognised under Expected Credit loss	39.09	28.52
		762.21	824.57

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

32	<u>AUDITOR'S REMUNERATION</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	As Statutory Auditors	2.50	2.50
	Other certification	1.80	1.30
	The above remunerations are exclusive of GST		
		4.30	3.80

33 There is no Impairment of assets during the year/ period ended Mar 31,2023 under Ind AS 36.

34 In respect of GST which are non cenvatable or non refundable the same amount is being charged to respective expense account.

35 Litigation

a) Company has filed a recovery suit of \$ 70K upon its Customer Payefx in USA and the customer has filed a counter suit of \$ 75K. The outcome is delayed and awaited .

b) Case filed by Company on Software One, its Vendor for Non Performance is pending with High Courts

c) Case filed by Company on G Ravi's disputed claim/ of 12000 Shares is pending with court.

36 The Company has moved to a new Property on rent w.ef from 01.10.2022 for a period of 24 months , under Rental agreement with Workshala.

37 Acturial valuation of Leave and gratuity are annexed in Annexure to Note No. 37

38 a) Fair Value Measurements are annexed to these account are disclosed in Annexure to Note 38 a)

b) Financial Risk Managemenet assesements are disclosed in Annexure to note no. 38 b)

39 RELATED PARTY TRANSACTION DISCLOSURES AS PER IND AS-24

a) Enterprises where control exists:

	Wholly Owned Subsidiaries:	' % of holding	Country of Incor- poration
	Responsive Solutions Inc	100%	USA

b) Partly Owned Subsidiary

	Paypermint Pvt Ltd	80.30%	INDIA
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c)	<u>Key Management Personnel:</u>	
	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. Lakshmanan Narayan	Director
	Mr. Raghav Raj Jain (Relative)	- Designated Sales Director
	Ms. Shrishti Jain (Relative)	- Head Global Sales
	Mr. Vijendra Surana	- CFO & Company Secretary

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

d)	Disclosure of transactions between the Company and Related Parties and the status of outstanding balances		
i	With Wholly Owned Subsidiary (WOS)	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Particulars	Amount	Amount
	Reimbursement of Expenses on behalf of Subsidiary		
	Paypermint Pvt Ltd	197.05	212.46
	Balance :		
	Advance taken against Responsive Solution Inc services	554.07	676.27
	Loan Given to Subsidiary		
	Paypermint Pvt Ltd	241.37	44.36
	Advance received/paid from subsidiary		
	Repayment of advances to Resposive Solution Inc	428.33	104.39
	Repayment of advances from Resposive Solution Inc	262.64	
	Interest Received from Paypermint Pvt Ltd	11.01	0.33
	Maximum balance outstanding during the period ended		
	Responsive Solution Inc	794.93	754.54
	Paypermint Pvt Ltd	241.37	70.99

ii	With Related parties		
	Compensation to KMP'S :	Short Term Employee Benefit	
	R R Jain(MD)	86.84	84.36
	Mr. Richard Launder (Director)	6.80	6.00
	Mr. S.K.Jain (Director)	4.00	8.00
	Mr. R. Ramaraj (Director)	8.00	6.40
	Mr. Lakshman Narayan	-	3.20
	Mrs. Sarita Jain (Director)	0.80	1.20
	Mr. Cedarampattu S Mohan (Director)	0.40	-
	Mr. Vijendra Kumar Surana (CFO & CS)	84.28	81.27
	Mr. Raghav Rai Jain (Relative of MD)	126.99	
	Ms. Srishti Jain (Relative of MD)	88.63	

40	EPS has been calculated as per the provisions of IND AS-33, issued by the Institute of Chartered Accountants of India. The details of calculation are as follows:		
	Particulars	MAR 31, 2023	MAR 31,2022
	Numerator for Basic and Diluted EPS:		
	Profit & Loss for the Year ended	(413.38) Lacs	(1,246.69) Lacs
	Denominator for Basic EPS:		
	Equity Shares	25,708,318.00	25,708,318.00
	Weighted no. of Equity Shares	25,708,318.00	25,708,318.00
	Denominator for Diluted Shares		
	Weighted No. of Basic Equity Shares	25,708,318.00	25,708,318.00
	Weighted no. of Equity Shares	25,708,318.00	25,708,318.00
	Nominal Value of share	5.00	5.00
	Basic Earning per Share	(1.61)	(4.85)
	Diluted Earning per Share	(1.61)	(4.85)

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

- 41 Declaration received from Micro,Small and Medium Enterprises under section 22 of MSMED Act, 2006 and disclosures has been made accordingly .
- 42 Additional Information pursuant to provisions of the Para 5 (vii) (b) of Part II Schedule III of the Companies Act, 2013:-
The Company is engaged in the business of development & maintenance of computer software and other related services.
a The production and sale of such software services are not capable of being expressed in generic terms.

	Particulars	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Expenditure in Foreign Currency:		
	Foreign branch expenditure	1,090.09	1,752.63
	Earning in Foreign Currency		
	Export of services	495.05	1,134.77

b Remittance in Foreign Currency

The Company has remitted ₹ Nil (MAR 2022: ₹ Nil) in foreign currencies on accounts of dividends as on Mar 31, 2023 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 year 2015-16 are as under :-

PARTICULARS	No. of Non-resident Shareholders	No. of Equity Shares held	Year end of Dividend	Gross Amount of dividend
Dividend for 2015-16 declared in July,2016	564	1,790,888	March'2016	17,90,888.00

43	Reporting of Segment Wise Revenue, Results and Capital Employed:		
	Particulars	Period ended MAR 31, 2023 ₹ in Lac	Period ended MAR 31,2022 ₹ in Lac
	1. Segment Revenue (net sale / income from each segment)		
	a. Segment - A (USA)	542.61	1,129.27
	b. Segment - B (ROW)	2,470.06	1,621.96
	Total	3,012.67	2,751.23
	Other Income		
	a. Segment - A (USA)	19.88	389.48
	b. Segment - B (ROW)	51.71	66.10
	Total	71.59	455.58
	Total	3,084.26	3,206.81
	Less : Inter - segment revenue	-	-
	Total Revenue	3,084.26	3,206.81
	2.Segment Results Profit/(Loss) before Tax & Interest from each segment		
	a. Segment - A (USA)	(643.00)	(295.62)
	b. Segment - B (ROW)	1,035.20	439.12
	Total	392.20	143.50
	Less : Interest	22.27	0.05
	Less : Depreciation	304.99	318.67
	Less : Unallocable Selling , General & Administrative Expenses	471.72	586.14
	Profit before tax	(406.79)	(761.36)
	3. Capital Employed		
	Total Assets	7,376.51	7,544.44
	Total Liability	7,376.51	7,544.44
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.		

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

44	Disclosure under clause 32 of the listing agreement amount of loans and advances outstanding from subsidiary		
	Outstanding as on	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Responsive Solution Inc	554.07	676.27
	Paypermint Pvt Ltd	241.37	44.36
	Maximum balance outstanding during the year		
	Responsive Solution Inc	794.93	754.54
	Paypermint Pvt Ltd	241.37	70.99

45 Additional Regulatory Information required by Schedule III

(i) Borrowing secured against current assets

The Company does not have any borrowings in the form of term loans, overdraft and extended credit secured against Current Assets.

(ii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) Relationship with struck off companies

The Company has not entered into any transactions with the companies struck off under the Companies Act, 2013 or the Companies Act, 1956.

(iv) Compliance with number of layers of companies

There is no non-compliance with regard to the number of layers of companies prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(v) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vi) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entity (Intermediary) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

a) directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(vii) Undisclosed income

The company has not surrendered or disclosed any income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) Corporate Social Responsibility

The Company is not covered under section 135 of the Companies Act, 2013 and rules made thereunder.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of PP&E, intangible asset and investment property

There is no revaluation of PP & E, Intangible assets and investment Property.

(xi) Benami Property

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made therunder.

(xii) Financial Ratios

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

Ratio	Numerator (a)	Denominator (b)	MAR 31, 2023	MAR 31,2022	Variance
Current Ratio (in times)	Total current assets	Total current liabilities	2.06	2.35	12%
Debt-Equity ratio (in times)	Debt consist of borrowing	Total equity	-	0.00	0%
Debt service coverage ratio (in times)	Earning for debt service (i.e Net Profit after taxes + Non-cash operating expenses + other non-cash adjustment)	Debt service (i.e interest + principal repayment)	-	-	0%
Return on equity ratio (in %)	Profit for the year	Average total equity	-7%	-0.20	-13%
Inventory turnover ratio (in times)	Revenue from operations	Average Inventory	-	-	0%
Trade receivables turnover ratio (in times)	Net credit sales	Average accounts receivables	12.75	3.89	-886%
Trade payables turnover ratio (in times)	Net credit purchases	Average accounts payable	5.51	6.86	135%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital	1.97	1.50	-47%
Net profit ratio (in %)	Profit for the year	Revenue from operations	-13%	-39%	-25%
Return on capital employed (in %)	profit before tax and finance costs	Capital employed = Networth	-13%	-24%	-11%
Return on Investments (in %)	Income generated from invested funds	Average invested funds	-7%	-0.20	-13%

The increase in revenue and resultant change in Profit & Loss has led to improvement in key ratio beyond 10%. Additionally the company repaid its borrowings.

46 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.

47 The previous year figures have been regrouped, reclassified and restated, wherever necessary, to correspond with the current year's classification.

48 Financial figures have been rounded off to nearest ₹ Lac.

For CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS
(Reg. no : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

ON BEHALF OF THE BOARD

Annexure to Note no. 25 - Revenue from Operations

	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
Revenue disaggregations by nature of revenue:		
Software Development services	2,923.74	2,582.09
Sale of Third party hardware	88.93	169.14
	3,012.67	2,751.23

Revenue disaggregations by geography:

India	2,516.08	1,610.95
USA	495.05	1,134.77
UK	-	-
Japan	1.54	5.51
SGP	-	
TOTAL	3,012.67	2,751.23

Revenue disaggregations by Sector:

Government	2,516.08	1,610.95
Non Government	496.59	1,140.28
TOTAL	3,012.67	2,751.23

The company has one customer who represents more than 10% of its revenue during the given period. 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.

Annexure to Note 37 ACTUARIAL VALUATION DISCLOSURE

PARTICULARS	2,023	2,023	2,022	2,022
1)EXPENSE RECOGNISED IN THE INCOME STATEMENT	GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
Current Service Cost				
as on 31/03/2021	936,190	233,733	727,320	259,981
Past Service Cost				
Loss / (Gain) on settlement				
Net Interest Income / (cost) on the Net Defined Benefit Liability (Asset)	734,752	84,244	943,760	112,115
Actuarial (gains) / losses due to :				
change in demographic assumptions	-	-	-	-
Change in financial assumptions	(208,104)	(28,471)	(370,104)	(46,002)
experience variance (i.e. Actual experience vs assumptions)	867,277	328,254	11,366,300	986,158
others				
Return on plan assets, excluding amount recognised in net interest expense				
Re-measurement (or Actuarial (gain)/loss) arising because of change in effect of asset celling				
Components of defined benefit costs recognised in Other Comprehensive Income	658,828	-	10,996,196	-
2)Net Asset				
Funded Status				
Present value of Defined Benefit Obligation	11,648,278	1,406,339	10,072,242	1,154,847
Fair value of plan assets				
Funded status [Surplus/(Deficit)]	(11,648,278)	(1,406,339)	(10,072,242)	(1,154,847)
Effect of balance sheet asset limit				
Unrecognised Past Service Costs				
Present value of Defined Benefit Obligation				
Net asset/(liability) recognised in balance sheet	(11,648,278)	(1,406,339)	(10,072,242)	(1,154,847)
Net asset/(liability) recognised in balance sheet at beginning of period	(10,072,242)	(1,154,847)	(13,687,366)	(1,626,010)
Expense recognised in Income Statement	1,670,942	617,800	1,671,080	1,312,252
Expense recognised in Other Comprehensive Income	(658,828)	-	(10,996,196)	-
Employer contributions	753,734	366,308	16,282,400	1,783,145
Net Acquisitions / Business Combinations				
Net asset/(liability) recognised in balance sheet at end of the period	(11,648,278)	(1,406,339)	(10,072,242)	(1,154,847)
3)Change in Defined Benefit Obligations (DBO)				
Present Value of DBO at beginning of period	10,072,242	1,154,847	13,687,366	1,626,010
Current Service cost	936,190	233,733	727,320	259,981
Interest cost	734,752	84,244	943,760	112,115
Curtailment cost/(credit)				
Settlement cost/(credit)				
Employee contribution				

Past Service Cost				
Acquisitions				
Re-measurement (or Actuarial (gains)/ losses) arising from change in demographic assumptions	-	-	-	-
Change in financial assumptions	(208,104)	(28,471)	(370,104)	(46,002)
- experience variance (i.e. Actual experience vs assumptions)	867,277	328,254	11,366,300	986,158
others				
Benefits paid	(753,734)	(366,308)	(16,282,400)	(1,783,145)
Present Value of DBO at the end of period	11,648,278	1,406,339	10,072,242	1,154,847
4)Change in Fair Value of Assets				
Plan assets at beginning of period	`	`	`	`
Investment Income				
Return on Plan Assets, Excluding amount recognised in Net Interest expense				
Actual Company contributions	753,734	366,308	16,282,400	1,783,145
Fund Transferred				
Employee contributions				
Benefits paid	(753,734)	(366,308)	(16,282,400)	(1,783,145)
Plan assets at the end of period	-	-	-	-
Current Liability	2,181,876	240,855	2,126,555	230,712
Non current Liability	9,466,402	1,165,484	7,945,687	924,135
5)Actuarial Assumptions				
Financial Assumptions				
Discount Rate	7%	7%	7%	7%
Rate of increase in salaries	1%	1%	1%	1%
Demographic Assumptions				
Mortality Rate (% of IALM 06-08)	100%	100%	100%	100%
Normal Retirement Age	65 years	65 years	65 years	65 years
Attrition Rates, based on age (% p.a.) FOR ALL AGES	1%	1%	1%	1%

Annexure to Note 38. a) : Fair value measurements

Financial instruments by category

₹ in Lac

Particulars	MAR 31, 2023			MAR 31,2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	3,315.56	-	-	3,989.61	-	-
Trade receivables	-	-	86.20	-		386.22
Loans	-	-	-	-		-
Cash and cash equivalents	-	-	657.62	-		440.85
Other financial assets	-	-	5.56	-		14.97
Total financial assets	3,315.56	-	749.38	3,989.61	-	842.04
Financial liabilities						
Borrowings- Advance from Subsidiary	-	-	553.57	-		665.33
Trade payables	-	-	234.46	-		138.87
Other financial liabilities	-	-	492.45	-		453.86
Total financial liabilities	-	-	1,280.48	-	-	1,258.06

₹ in Lac

Financial assets and liabilities measured at amortised cost for which fair values are disclosed At 31st Mar 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
Trade receivables	-	-	86.20	86.20
Loans	-	-	-	-
Cash and cash equivalents	657.62	-	-	657.62
Other financial assets	-	-	5.56	5.56
Total financial assets	657.62	-	91.76	749.38
Financial liabilities				
Borrowings- Advance from Subsidiary	-	-	553.57	553.57
Trade payables	-	-	234.46	234.46
Other financial liabilities	-	-	492.45	492.45
Total financial liabilities	-	-	1,280.48	1,280.48

₹ in Lac

Financial assets and liabilities measured at amortised cost for which fair values are disclosed At 31 March 2022	Level 1	Level 2	Level 3	Total
Financial assets				
<i>Investments</i>				
Trade receivables	-	-	386.22	386.22
Loans	-	-	-	-
Cash and cash equivalents	440.85	-	-	440.85
Other financial assets	-	-	14.97	14.97
Total financial assets	440.85	-	401.19	842.04
Financial liabilities				
Borrowings- Advance from Subsidiary	-	-	665.33	665.33
Trade payables	-	-	138.87	138.87
Other financial liabilities	-	-	453.86	453.86
Total financial liabilities	-	-	1,258.06	1,258.06

Level 1: Level 1 hierarchy includes financial instruments basically here includes cash and bank balances which are at carrying value which approximates to its fair value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is generally the case for unlisted equity securities.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of Net assets value/ realisable value in case of investment in mutual fund
- Other financial instruments have been carried at their carrying value which approximates to its fair value

(iii) Fair value of financial assets and liabilities measured at amortised cost

₹ in Lac

	As at MAR 31, 2023		As at MAR 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Trade receivables	86.20	86.20	386.22	386.22
Loans	-	-	-	-
Cash and cash equivalents	657.62	657.62	440.85	440.85
Other financial assets	5.56	5.56	14.97	14.97
Total financial assets	749.38	749.38	842.04	842.04
Financial liabilities				
Borrowings- Advance from Subsidiary	553.57	553.57	665.33	665.33
Trade payables	234.46	234.46	138.87	138.87
Other financial liabilities	492.45	492.45	453.86	453.86
Total financial liabilities	1,280.48	1,280.48	1,258.06	1,258.06

The carrying amounts of trade receivables, loans, cash and cash equivalents, other bank balances, other financial assets, security deposits, trade payables and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Annexure to Note 38 b): Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and price risk).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Management
<i>Credit risk</i>	Cash and cash equivalents, trade receivables and other financial assets measured at amortised cost.	Diversification of bank deposits and investments. Entering into transactions with customers of repute / customers having sound financial position.
<i>Liquidity risk</i>	Financial liabilities that are settled by delivering cash or another financial asset.	* Projecting cash flows on regular basis and also considering the level of investement and liquid assets to meet the liabilities.
<i>Market risk – foreign exchange</i>	Future commercial transactions and recognised financial assets & liabilities not denominated in Indian rupee (Rs.)	Integral foreign operation and incorporation of the same made in books on monthly basis
<i>Market risk – security price risk</i>	Investments in mutual funds	Portfolio diversification

(A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and investments, foreign exchange transactions and other financial instruments.

i) Trade receivables

Customer credit risk is managed by the management subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing. Outstanding customer receivables are regularly monitored.

At each reporting date the Company measures loss allowance for certain class of financial assets based on historical trend industry practice and the business environment in which the Company operates.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31Mar 23 and 31 March 2022 is the carrying amounts of trade receivables.

Provision for expected credit loss

In determination of the allowance for credit losses on receivables, the Company has used a practical experience by computing the expected credit losses based on ageing matrix, which has taken into account historical credit loss experience and adjusted for forward looking information.

ii) Financial instruments and cash deposits

Credit risk from balances with banks and investments is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

₹ in Lac			
Contractual maturities of financial liabilities 31st Mar 2023	Less than 1 year	More than 1 year	Total
Non-derivatives			
Short Term Advances	553.57	-	553.57
Other financial liabilities	492.45	-	492.45
Trade payables	234.46	-	234.46
Total non-derivative financial liabilities	1,280.48	-	1,280.48

Contractual maturities of financial liabilities 31 MAR 2022	Less than 1 year	More than 1 year	Total
Non-derivatives			
Short Term Advances	665.33	-	665.33
Other financial liabilities	453.86	-	453.86
Trade payables	138.87	-	138.87
Total non-derivative financial liabilities	1,258.06	-	1,258.06

(C) Market risk

(i) Foreign Exchange Risk :-Books of Integral foreign operations incorporated on monthly basis. Considering the materiality involved, the company do not assort to forex fluctuation mitigation techniques like hedging , forward contracts etc.

(ii) Price risk

(a) Exposure

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

RESPONSIVE SOLUTION INC.

DIRECTORS' REPORT

The Directors present their report together with the audited accounts for the period ended 31st March, 2023.

Review of Financial Performance

The company during the year under review reported a loss of US\$ 0.23 million (Previous year loss US\$ 0.15 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 profits during the fiscal year 2023-24.

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, 2023 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.

On behalf of the Board of Directors

Sd/-
R R Jain
Chairman

Milpitas
April 7, 2023

INDEPENDENT AUDITOR’S REPORT

To the Board of Directors
Responsive Solutions, Inc.
1900 McCarthy Blvd, Suite 103
Milpitas, California 95035

Opinion

We have audited the financial statement of Responsive Solutions, Inc., (a California Corporation) which comprise the balance sheet as of March 31, 2023, and the related statement of operations, change in stockholders’ equity, and cash flows for the three and twelve months ended March 31, 2023, and the related notes to the financial statements.

In our opinion, the accompanying financial statement present fairly, in all material respects, the financial position of Responsive Solutions, Inc., as of March 31, 2023, and the results of its operations and its cash flows for the three months and twelve months ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 required to be independent of Responsive Solutions, Inc., and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management 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, and for 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. In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Responsive Solutions, Inc's ability to continue as a going concern within one year from the date the financial statements are available to be issued.

Auditors’ 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 absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. 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. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- 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 Responsive Solutions, Inc's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Responsive Solutions, Inc's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

San Francisco, California
April 7, 2023

RESPONSIVE SOLUTIONS, INC. BALANCE SHEET MARCH 31, 2023

ASSETS	March 31, 2023 Amount in \$
CURRENT ASSETS	
Cash and cash equivalents	\$ 2,278
Note receivable, related affiliate	674,788
Total assets	677,066

LIABILITIES AND STOCKHOLDERS’ EQUITY	March 31, 2023 Amount in \$
CURRENT LIABILITIES	
Accounts payable	11,800
Income tax payable	800
Total current liabilities	12,600
STOCKHOLDERS’ EQUITY	
Common stock, \$.01 par value, Authorized 1,000 shares;	
Issued and outstanding 500 shares as of March 31, 2023	5
Additional paid-in capital	499,995
Retained earnings	164,466
Stockholders’ equity	664,466
Liabilities and Stockholders' equity	\$ 677,066

RESPONSIVE SOLUTIONS, INC.
STATEMENT OF OPERATIONS
FOR THE THREE AND TWELVE MONTHS ENDED MARCH 31, 2023

	(Amount in \$)	
	Three Months Ended March 31, 2023	Twelve Months Ended March 31, 2023
COST AND EXPENSES		
Rent expense	\$ 93,088	\$ 93,088
Salary, wages and payroll taxes	30,224	89,046
Travel expense	11,226	11,226
Professional fees	5,750	14,750
Mileage and reimbursements	3,300	9,900
Payroll processing fees	655	4,244
Telephone expense	519	1,896
Bank fees	75	304
Health insurance	-	5,467
Total Expenses	144,837	229,921
Net Loss Before Income Taxes	(144,837)	(229,921)
Provision for income taxes	800	-
Net Loss	\$ (145,637)	\$ (229,921)

RESPONSIVE SOLUTIONS, INC.
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS AND TWELVE MONTHS ENDED MARCH 31, 2023

	(Amount in \$)			
	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Stockholders' Equity
Balance, March 31, 2022	\$ 5	\$ 499,995	\$ 395,187	\$ 895,187
Net loss- nine months	-	-	(85,084)	(85,084)
Balance, December 31, 2022	5	499,995	310,103	810,103
Net loss- three months	-	-	(145,637)	(145,637)
Balance, March 31, 2023	\$ 5	\$ 499,995	\$ 164,466	\$ 664,466

RESPONSIVE SOLUTIONS, INC.
STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS AND TWELVE MONTHS ENDED MARCH 31, 2023

	(Amount in \$)	
	Three Months Ended March 31, 2023	Twelve Months Ended March 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (145,637)	\$ (229,921)
Adjustments to reconcile net income to net cash used in operating activities:		
Changes in assets and liabilities:		
Prepaid expense	-	25,301
Accounts payable	(2,354)	4,399
Income tax payable	(2,163)	(800)
Net Cash Used In Operating Activities	(150,154)	(201,021)
CASH FLOWS FROM FINANCING ACTIVITIES		
Receipt of note receivable, related affiliate	136,419	201,796
Net Cash Provided by Financing Activities	136,419	201,796
Net Change in Cash and Cash Equivalents	(13,735)	775
Cash and cash equivalents, beginning balance	16,013	1,503
CASH AND CASH EQUIVALENTS, MARCH 31, 2023	\$ 2,278	\$ 2,278
SUPPLEMENTAL CASH-FLOW INFORMATION		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

RESPONSIVE SOLUTIONS, INC.
NOTES TO FINANCIAL STATEMENTS MARCH 31, 2023

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.

Note Receivable, Related affiliate -- Responsive Solutions issued short term unsecured on demand receivable amounting to \$876,584 to the Parent, RS Software (India) Ltd which bears no interest rate. Related party receivable balance was \$674,788 as of March 31, 2023.

Accounts Payable -- Accounts payable are recorded when goods or benefits are received.

Revenue Recognition -- On January 1, 2019, Responsive Solutions adopted new accounting standard, as amended, regarding revenue from contracts with customers using the modified retrospective approach. This standard provides guidance on recognizing revenue, including a five-step model to determine when revenue recognition is appropriate. The adoption of this standard did not have a material impact on the Responsive Solutions' financial position and results of operations.

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 March 31, 2023 are as follows:

Responsive Solutions issued short term unsecured on demand receivable amounting to \$876,584 to the Parent, RS Software (India) Ltd which bears no interest rate. Related party receivable balance was \$674,788 as of March 31, 2023.

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, note receivable from related affiliate, and accounts payable approximate fair value as of March 31, 2023, because of the relatively short maturity of these instruments.

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 March 31, 2023, 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 March 31, 2023 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. Responsive Solutions has temporary differences which are immaterial. Thus, Responsive Solutions determines it impractical to recognize such in the financial statements.

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 March 31, 2023 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.

2. Lease Commitments -- In April 2022, Responsive Solutions signed a month-to-month lease agreement. This lease requires a monthly rent payment of approximate \$7,700. Rent on this lease were \$93,088 during the year ended March 31, 2023.

3. Subsequent Event -- As a result of the spread of the COVID-19 coronavirus, economic uncertainties have arisen which may impact operating activities, though such potential impact is unknown at this time.

Management has evaluated subsequent events through April 7, 2023, 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.

Paypermint Private Limited

BOARD REPORT

To
The Members,

Your Directors have pleasure in presenting their 7th Annual Report of the Company together with the Audited Statement of Accounts of **Paypermint Private Limited** for the Financial Year ended March 31, 2023.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The financial performance is tabled below:

(Rs. In Lakh)

Particulars	31st March, 2023	31st March, 2022
Revenue from operations	-	1.13
Other income	1.12	23.83
Total revenue	1.12	24.95
Profit before finance charges, Tax, Depreciation/ Amortization (PBITDA)	(160.89)	(234.36)
Less: Finance Charges	11.01	0.33
Less: Depreciation and Amortization Expense	100.88	101.45
Profit before Taxation (PBT)	(272.78)	(336.14)
Less: Deferred Tax written off for earlier year		-
Profit after Taxation (PAT)	(272.78)	(336.14)
Other Comprehensive Income	-	(22.53)
Profit/(Loss) from Continuous Operations	(272.78)	(358.67)

2. STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year the Company had incurred loss of Rs. 272.78 lakhs on account of further development of the payment platform of the company. The company is in process of making a commercial launch of its platform. The current is on account of enhancements being made to the platform.

Your Directors and the team of Paypermint are putting efforts to launch the platform in the fiscal year 2023-2024.

3. DIVIDEND

In view of absence of profit, your Directors do not propose any dividend for the Financial Year ended 31st March, 2023.

4. TRANSFER TO RESERVES

No amount was transferred to the reserves by your Company during the financial year ended 31st March, 2023.

5. CHANGE(S) IN THE NATURE OF BUSINESS, IF ANY

There has been no Change in the business of the Company during the financial year ended 31st March 2023.

6. CHANGE(S) IN SHARE CAPITAL

During the Financial Year 2022-23 the company has not issued or allotted any shares. The Present Paid up Share capital of the Company is Rs. 10,15,00,000/- (Previous Year Rs. 10,15,00,000/-)

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION

There have been no material changes and commitments affecting the financial position of the Company, which have occurred till 31st March 2023, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

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

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operation in future.

9. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements which are commensurate with the size and nature of business.

10. DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

The Company does not have any Subsidiary or Joint Venture Company.

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

The Company does not have any Subsidiary, Joint Venture or an Associate Company. Hence, the disclosure in terms of Rule 8(1) of the Companies (Accounts) Rules, 2014, as amended read with other relevant rules is not applicable.

12. DEPOSITS

The Company has not accepted any kind of deposit from the public falling within the ambit of Chapter V of the Companies Act, 2013 read with relevant rules applicable as amended.

13. AUDITORS

At the Annual General Meeting (AGM) of your Company held on August 11, 2022, M/s. Chaturvedi & Co., Chartered Accountants, (Firm Registration No. 302137E), allotted by The Institute of Chartered Accountants of India (ICAI), were appointed as Statutory Auditors of your Company to hold office for a term of 5 (Five) years till the conclusion of sixth Annual General Meeting of the Company i.e., till the AGM to be held for the Financial year ended 31.03.2027. Further, there was no change in the statutory auditors of the company..

The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer. Further, the Statutory Auditors have not reported any incident of fraud during the year under review to the Audit committee of your Company.

14. EXTRACT OF THE ANNUAL RETURN

As the Company does not have its own website, hence, requirements of Section 92(3) of the Act and Rules framed thereunder would not be applicable.

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

Since the Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to conservation of energy and technology absorption pursuant to section 134(m) of Companies Act, 2013 do not apply to our Company.

The Company has not made any foreign exchanges earning and outgoing during the year under review.

16. DIRECTORS AND KEY MANAGERIAL PERSON

There were no changes in the directorship or Key Managerial Personnel during the year.

17. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

The Company has duly complied with section 173 of the Companies Act, 2013. During the Financial Year 2022-23, 4 (Four) meetings of the Board of Directors were held. The maximum time gap between any consecutive meetings did not exceed 120 days. The respective Board Meetings dates are 22nd April 2022, 11th August 2022, 13th November 2022, and 31st January 2023.

18. COMMITTEES OF THE BOARD

The Audit Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013. 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. Rajasekar Ramaraj	00090279	Non- Executive & Independent Director
2.	Mr. Richard Nicholas Launder	03375772	Non- Executive & Independent Director
3.	Mr. Rajnit Rai Jain	00122942	Non-Executive Director

The Company Secretary of your Company acts as the Secretary to the Audit Committee. During the Financial Year, the committee met two times on 13th November 2022 and 31st January 2023.

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.

b. Nomination & Remuneration Committee

The Nomination and Remuneration Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013. The details of composition of the Committees of the Board of Directors are as under: -

Sl. No.	Name	DIN	Category
1.	Mr. Rajasekar Ramaraj	00090279	Non- Executive & Independent Director
2.	Mr. Richard Nicholas Launder	03375772	Non- Executive & Independent Director
3.	Mr. Rajnit Rai Jain	00122942	Non-Executive Director

During the Financial Year, the Committee met two times on 13th November 2022 and 31st January 2023.

19. MANAGERIAL REMUNERATION

The company did not pay any remuneration to its Directors during the Financial Year 2022-23.

20. PARTICULARS OF EMPLOYEES

None of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended so statement pursuant to Section 197(12) of the Companies Act, 2013 read with aforesaid relevant rules applicable as amended is not required.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As per Section 135 of the Companies Act, 2013 the Company has not developed and implemented any Corporate Social Responsibility as the provisions relating to the same are not applicable to the Company.

22. RISK MANAGEMENT

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment, and statutory compliance.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not made any Investment, given guarantee and securities during the year under review. Therefore, no need to comply provisions of section 186 of Companies Act, 2013.

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year ended 31st March 2023 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

25. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

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. No cases have been filed under the Act as the Company is keeping the working environment healthy.

26. SECRETARIAL STANDARDS

Your Company had complied with the applicable Secretarial Standards as issued and notified and mandated by the Institute of Company Secretaries of India.

27. 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.

28. INSOLVENCY AND BANKRUPTCY CODE, 2016

There were no applications made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.

29. ONE TIME SETTLEMENT

There were no one time settlement made during the year, therefore the disclosures of the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions is not applicable.

30. DIRECTORS' RESPONSIBILITY STATEMENT

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

(i) In the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) We 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) We 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) We have prepared the annual accounts for the financial year ended 31st March, 2023 on a going concern basis;

(v) We have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

31. 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 Director	
Place: Kolkata	Sd/-	Sd/-
Date: 25/04/2023	Rajnit Rai Jain	Rajasekar Ramaraj
	Whole Time Director	Director
	(DIN: 00122942)	(DIN: 00090279)

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 March 31, 2023, 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 March 31, 2023, 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.

Emphasis of Matter

We draw attention to financial statements, which indicates that the Company incurred a net loss of Rs. 272.78 lakhs during the year ended March 31, 2023 and as of that date, the Company’s current liabilities and provisions amount to Rs. 248.53 lakhs. Attention is invited to Note No. 29 of the accounts where the management has made assessment of the company’s ability to continue as going concern and no material uncertainty exists that needs to be disclosed. Also the holding company has assured ongoing financial support to the company for the next financial year in order to meet all its obligation.

Our opinion is not modified in respect of above mentioned matter stated under “Emphasis of Matter” section of our report.

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 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 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 not required to have internal financial control in place vide MCA notification dated 13th June,2017 (G.S.R 583-E), hence not required to be commented upon.
- (g) With respect to the other matter to be included in the Auditor’s report in accordance with the requirements of Section 197(16) of the act, as amended, in our opinion and to the best of our information and according to the explanations given to us, there has been no remuneration paid by the company to its directors during the year and accordingly reporting under section 197(16) of the Act is not applicable to the Company
- (h) With respect to the other matters to be includes 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.
- iv.

As per the management representation provided, we report –

•

no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the Intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

•

no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

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Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given by management under the above sub-clauses contain any material mis-statement.
- v.

As per the records of the Company no dividend has been declared or paid during the year.
- vi.

As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **Chaturvedi & Company**
Chartered Accountants
(Firm Reg. No. 302137E)

Sd/-
Nilima Joshi
Partner
Mem. No. 52122
UDIN : 23052122BGXQBZ8846

Dated : 25th day of April, 2023
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, 2023 we report that

i. (a) (A) The Company has generally maintained proper records showing full particulars, including quantitative details of Property, Plant and Equipment except location thereof.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified every year. In accordance with this programme, all the Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company does not have any immovable properties. Accordingly, para 3(i)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. (a) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees at any point of time of the year in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the requirement to report on para 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not made investment, provided any guarantee or security or granted advances in the nature of loans secured or unsecured to companies firms, limited liability Partnership or any other parties during the year. Hence the provisions of paragraph 3(iii)(a) to (f) or the Order are not applicable.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not provided any loans, investments, guarantees, and security during the year as specified under Section 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.

(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 and hence para 3(v) of the Order is not applicable to the Company.

(vi) According to the information and explanation given to us, 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. Thus paragraph 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and as per the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company, except certain delays in deposit of GST during the year with the appropriate authorities. There are no undisputed statutory dues payable in respect of above statues outstanding as at 31st March 2023 for a period of more than six months from the date they became payable.

(b) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of income tax, Goods & service tax, cess etc. which have not been deposited as at 31 March, 2023 on account of any dispute.

(viii) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transaction, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of any loan or other borrowings from any lender during the year. The company has an unsecured loan balance of Rs. 241.37 lacs for

which no schedule of repayment of principle and interest has been specified and where interest has been booked on accrual basis but no payments of the same have been made during the year.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not raised any money by way of term loans.

(d) According to the information and explanations given to us and based on the audit procedures performed by us, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on paragraph 3(ix)(e) and (f) of the Order are not applicable to the Company.

(x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable.

(b) According to the information and explanation given to us and based on the audit procedures performed by us, the Company has not made any preferential allotment or private placement of shares or convertible debentures during the year, only allotment of Right Shares have been made during the year. Hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) Based on the examination of the books and records of the Company and according to the information and explanation given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information and explanation given to us, there were no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of the Order is not applicable.

(xiii) According to the information and explanation given to us and based on the audit procedures performed by us, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) Provisions of section 138 of the act relating to Internal audit is not applicable on the company, hence clause (xiv) of the order is not applicable and hence nothing is required to be reported under this clause.

(xv) In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, the provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) According to the information and explanation given to us and based on the audit procedures performed by us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) According to the information and explanation given to us and based on the audit procedures performed by us, the Company has not conducted any non-banking Financial or Housing Finance Activities. Hence reporting under paragraph 3(xvi)(b) of the Order is not applicable.

(c) According to the information and explanation given to us and based on the audit procedures performed by us, the Company is not Core Investment Company (CIC) as defined in the regulation made by the Reserve Bank of India. Hence reporting under paragraph 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanation given to us and based on the audit procedures performed by us, the Group does not have any CIC as part of the Group. Hence reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has incurred cash losses in the Financial Year and in the immediately preceding financial year. The cash loss during the year was Rs. 171.90 lacs and in the immediately preceding year it was Rs. 234.69 lacs.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on paragraph 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans

and assurance of the holding company for ongoing financial support to the company for next financial year in order to meet all its obligation, we are of the opinion that no material uncertainty exists as on the date of the audit report of the Company's capability of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanation given to us and based on the audit procedures performed by us, provision of section 135 relating to corporate social responsibility is not applicable on the company, hence nothing is required to be reported under clause (xx)(a) & clause (xx)(b) of the order.

(xxi) The preparation of consolidated financial statements is not applicable to the Company. Hence reporting under paragraph (xxi) of the Order is not applicable to the Company.

For **Chaturvedi & Company**
Chartered Accountants
(Firm Reg. No. 302137E)

Sd/-
Nilima Joshi
Partner
Mem. No. 52122
UDIN : 23052122BGXQBZ8846

Dated : 25th day of April, 2023
Place : Kolkata

PAYPERMINT PVT LTD
BALANCE SHEET AS AT MAR 31, 2023

PARTICULARS		Notes	AS AT MAR 31,2023 ₹ in Lac	AS AT MAR 31 2022 ₹ in Lac
ASSETS				
NON CURRENT ASSETS				
a	PROPERTY PLANT & EQUIPMENT			
i)	PROPERTY PLANT & EQUIPMENT	3	0.28	0.28
ii)	INTANGIBLE ASSETS	3	192.65	293.53
b	OTHER NON CURRENT ASSETS	5	0.10	0.09
CURRENT ASSETS				
a	FINANCIAL ASSETS			
	i)CASH & CASH EQUIVALENTS	6	1.54	4.75
	ii)OTHER FINANCIAL ASSET	7	21.31	20.30
b	OTHER CURRENT ASSETS	8	141.36	138.10
	TOTAL ASSETS		357.24	457.05
EQUITY AND LIABILITIES :				
EQUITY				
a	EQUITY SHARE CAPITAL	9	1,015.00	1015.00
b	OTHER EQUITY	10	(906.29)	(633.51)
LIABILITIES				
NON CURRENT LIABILITIES				
	PROVISIONS	24	-	2.73
CURRENT LIABILITIES				
a	FINANCIAL LIABILITIES			
	i) BORROWINGS	11	241.37	44.32
	ii) TRADE PAYABLES	12	5.90	1.81
	iii) OTHER FINANCIAL LIABILITIES	13	1.26	26.65
b	OTHER CURRENT LIABILITIES	14	-	0.00
c	SHORT TERM PROVISIONS	15	-	0.04
	TOTAL		357.24	457.05

Significant Accounting Policies and Notes on Accounts 1 to 33

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 : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
SONU AGARWAL MASKARA
COMPANY SECRETARY
MEMB NO. A30811

Sd/-
R.R. JAIN
DIRECTOR
DIN:00122942

ON BEHALF OF THE BOARD

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

PAYPERMINT PVT LTD
STATEMENT OF PROFIT & LOSS FOR PERIOD ENDED MAR 31,2023

PARTICULARS		Notes	PERIOD ENDED MAR 31,2023 ₹ in Lac	PERIOD ENDED MAR 31,2022 ₹ in Lac
I	REVENUE FROM OPERATION	16	-	1.13
II	OTHER INCOME	17	1.12	23.83
III	TOTAL REVENUE		1.12	24.95
IV	EXPENSES :			
	EMPLOYEE BENEFIT EXPENSES	18	110.77	189.81
	SUBCONTRACTOR EXPENSES	19	3.30	5.34
	DEPRECIATION & AMORTISATION	3	100.88	101.45
	OPERATION AND OTHER EXPENSES	20	47.94	64.16
	INTEREST EXPENSE		11.01	0.33
V	TOTAL EXPENSE		273.90	361.09
VI	PROFIT/(LOSS) BEFORE TAX :	(III - V)	(272.78)	(336.14)
VII	TAX EXPENSES			
VIII	PROFIT & (LOSS) FOR THE YEAR ENDED	(VI - VII)	(272.78)	(336.14)
	OTHER COMPREHENSIVE INCOME/(LOSS)			
	ITEMS WHICH WILL NOT BE CLASSIFIED INTO P&L RELATING TO ACTUARIAL GAIN/LOSS		-	(22.53)
	TOTAL COMPREHENSIVE INCOME/(LOSS)		-	(22.53)
	PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATION :		(272.78)	(358.67)
	EARNING PER EQUITY SHARE :			
	BASIC	30	(2.69)	(3.53)
	DILLUTED	30	(2.69)	(3.53)

Significant Accounting Policies and Notes on Accounts 1 to 33

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 : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
SONU AGARWAL MASKARA
COMPANY SECRETARY
MEMB NO. A30811

Sd/-
R.R. JAIN
DIRECTOR
DIN:00122942

ON BEHALF OF THE BOARD

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

PAYPERMINT PVT LTD

CASH FLOW STATEMENT FOR THE PERIOD ENDED MAR 31, 2023

PARTICULARS		PERIOD ENDED MAR 31, 2023 ₹ in Lac	YEAR ENDED MAR 31, 2022 ₹ in Lac
CASH FLOW STATEMENT			
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	NET PROFIT BEFORE TAX	(272.78)	(336.14)
	ADJUSTMENT FOR :		
	DEPRECIATION	100.88	101.45
	PROFIT ON SALE OF INVESTMENT	-	(0.13)
	FOREIGN EXCHANGE DIFFERENCES	-	(22.02)
	PROVISION FOR GRATUITY, LEAVE ENCASHMENT	(2.77)	(36.89)
	INTEREST RECEIVED	(1.12)	(0.90)
	LOSS ON REVALUATION ON INVESTMENT	-	0.24
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(175.79)	(294.40)
	ADJUSTMENT FOR :		
	TRADE AND OTHER RECEIVABLES	(0.01)	0.03
	LOANS AND ADVANCES AND OTHER ASSETS	192.79	40.72
	TRADE PAYABLES & OTHER LIABILITIES	(21.30)	(6.46)
	NET CASH FROM OPERATING ACTIVITIES	(4.32)	(260.11)
B	CASH FLOW FROM INVESTMENT ACTIVITIES :		
	INTEREST RECEIVED	1.12	0.90
	PROFIT ON SALE OF INVESTMENT	-	0.13
	INVESTMENT REDEEMED DURING THE YEAR	0.01	28.22
	NET CASH FROM INVESTMENT ACTIVITIES	1.13	29.26
C	CASH FLOW FROM FINANCE ACTIVITIES:	-	-
	PROCEEDS FROM SHARE CAPITAL	-	150.00
	NET INCREASE /DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(3.19)	(80.85)
	OPENING CASH AND CASH EQUIVALENTS	4.75	85.60
	CLOSING CASH AND CASH EQUIVALENTS	1.54	4.75

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 : 302137E)

ON BEHALF OF THE BOARD

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
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R.R. JAIN
DIRECTOR
DIN:00122942

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Note No: 10

STATEMENT OF CHANGE IN EQUITY FOR THE PERIOD ENDED MAR 31, 2023 *				₹ in Lac
Particulars	Reserve and Surplus		Other comprehensive income	
	Securities premium reserve	Retained earnings	Other items of other comprehensive income	Total equity attributable to equity holders of the Company
Equity Share Capital				
Balance as of April 1, 2022				1,015.00
Changes In Equity For Period				-
Balance as of Mar 31, 2023				1,015.00
Other Equity				
Balance as of April 1, 2022	2,195.00	(2,803.47)	(25.04)	(633.51)
Changes during the period	-	(272.78)	-	(272.78)
Balance as of Mar 31, 2023	2,195.00	(3,076.25)	(25.04)	(906.29)
STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MAR, 2022				₹ in Lac
Particulars	Reserve and Surplus		Other comprehensive income	
	Securities premium reserve	Retained earnings	Other items of other comprehensive income	Total equity attributable to equity holders of the Company
Equity Share Capital				
Balance as of April 1, 2021				1,000.00
Changes In Equity For Period Ended MAR 31, 2022				15.00
Balance as of MAR 31, 2022				1,015.00
Other Equity				
Balance as of April 1, 2021	2,060.00	(2,467.33)	(2.51)	(409.84)
Changes In Equity For Period Ended MAR 31, 2022				-
Changes during the year	135.00	(336.14)	(22.53)	(223.67)
Balance as of MAR 31, 2022	2,195.00	(2,803.47)	(25.04)	(633.51)

*This Statement forms a integral part of Standalone Financial Statement

For CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS
(Reg. no : 302137E)

ON BEHALF OF THE BOARD

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25, 2023
PLACE : Kolkata

SD/-
SONU AGARWAL MASKARA
COMPANY SECRETARY
MEMB NO. A30811

Sd/-
R.R. JAIN
DIRECTOR
DIN:00122942

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

PAYPERMINT PVT LTD

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31, 2023

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 India. The Financial Statements are approved for issue by the company's Board of Directors on April 25, 2023.

1.2 Basis of preparation of Financial Statement

These financial statements are prepared in accordance with Indian Accounting Standard (Ind 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 precribed 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 accouting 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.

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 Estimates:

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 recognised based on the occurance of transaction and rendered in books on monthly basis commensurating with the term as agreed upon with the merchant and the other payment since provided.

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 us commission, bank charges, freight, postage etc.

PAYPERMINT PVT LTD

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31, 2023

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 Rs 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 Licences 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 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 are 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.

m Income Tax

Current Income tax expense comprise taxes on income from operation in India. Income tax payable in India is determination in accordance with the provision of I. Tax Act, 1961.

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.

n Financial instruments

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

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.

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.

3. PROPERTY PLANT & EQUIPMENT AS ON MAR 31, 2023											₹ in Lac
PARTICULARS	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION & AMORTISATION				NET CARRYING AMOUNT		
	AS ON 1ST OF APRIL 22	ADDITIONS	DED/ADJ	AS AT MAR 31,2023	AS ON 1ST OF APRIL 22	ADDITIONS	DED/ADJ	AS AT MAR 31,2023	AS AT MAR 31,2023	AS ON 31 ST MARCH 22	
PLANT & EQUIPMENT	27.52		-	27.52	27.24	-		27.24	0.28	0.28	
TOTAL (a)	27.52	-	-	27.52	27.24	-	-	27.24	0.28	0.28	
OTHER INTANGIBLE ASSETS											
COMPUTER SOFTWARE	706.19	-	-	706.19	412.66	100.88	-	513.54	192.65	293.53	
TOTAL (b)	706.19	-	-	706.19	412.66	100.88	-	513.54	192.65	293.53	
TOTAL (a+b)	733.71	-	-	733.71	439.90	100.88	-	540.78	192.93	293.81	
PROPERTY PLANT & EQUIPMENT AS ON MAR 31,2022											
PARTICULARS	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION & AMORTISATION				NET CARRYING AMOUNT		
	AS ON 1ST OF APRIL 21	ADDITIONS	DED/ADJ	AS AT MAR 31 2022	AS ON 1ST OF APRIL 21	ADDITIONS	DED/ADJ	AS AT MAR 31 2022	AS AT MAR 31 2022	AS ON 31 ST MARCH 21	
PLANT & EQUIPMENT	27.52		-	27.52	26.95	0.29		27.24	0.28	0.57	
TOTAL (a)	27.52	-	-	27.52	26.95	0.29	-	27.24	0.28	0.57	
OTHER INTANGIBLE ASSETS											
COMPUTER SOFTWARE	706.19	-	-	706.19	311.50	101.16	-	412.66	293.53	394.69	
TOTAL (b)	706.19	-	-	706.19	311.50	101.16	-	412.66	293.53	394.69	
TOTAL (a+b)	733.71	-	-	733.71	338.45	101.45	-	439.90	293.81	395.26	

PAYPERMINT PVT LTD
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31, 2023

4 Deferred tax Assets / (NET)

Deferred Tax Liability Calulation:

Deferred Tax Liability	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
Tax Rate	25.00	25.00
WDV Difference closing FIXED ASSETS	9,951,823.06	17,705,056.33
Asset as per Companies Act	19,292,825.97	29,381,309.97
Asset as per Income Tax	9,341,002.91	11,676,253.64
Closing Temporary Difference	9,951,823.06	17,705,056.33
Closing Balance DTL	2,487,955.76	4,426,264.08
Deferred Tax Asset		
Tax Rate	25.00	25.00
LTCG Tax Rate	20.80	20.80
Opening TD		
Loss on business	298,365,563.93	271,087,397.28
Long Term Capital Loss	-	-
Provision for Gratuity & Leave	-	273,430.00
Originating TD	298,365,563.93	271,360,827.28
Closing TD	298,365,563.93	271,360,827.28
Closing Balance DTA	74,591,390.98	67,840,206.82
Net Deferred Tax Assets / (Liability)	72,103,435.22	63,413,942.74

The Company has not considered booking Deferred Tax Assets in accordance with Prudent Accounting Policies.

5	<u>OTHER NON-CURRENT ASSET</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Balances With Govt. Authorities	0.10	0.09
	(Unsecured & Considered Good)		
		0.10	0.09

6	<u>CASH AND CASH EQUIVALENTS</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	BALANCE WITH BANK :		
	SCHEDULED BANKS		
	- in Current Account (HDFC Bank)	0.48	3.67
	- in Current Account (HDFC Bank Opearations)	1.06	1.07
		1.54	4.75

7	<u>OTHER FINANCIAL ASSETS</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Interest accrued on FD	6.31	5.30
	FD with HDFC Bank (Less Than 12 Months)	15.00	15.00
		21.31	20.30

PAYPERMINT PVT LTD
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31, 2023

8	<u>OTHER CURRENT ASSET</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Advance Others	-	4.56
	Balances With Govt. Authorities	141.36	133.54
		141.36	138.10

9	<u>EQUITY SHARE CAPITAL</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
a	<u>The AUTHORISED CAPITAL is :</u>		
	12,000,000.00 EQUITY SHARE OF INR 10/- EACH	1,200.00	1,200.00
		1,200.00	1,200.00
b	<u>ISSUED SUBSCRIBED AND PAID-UP-FULLY CALLED AND PAID UP</u>		
	10,150,000.00 EQUITY SHARE OF INR 10/- EACH	1,015.00	1,015.00
		1,015.00	1,015.00

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.

c Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Equity Share	MAR 31, 2023		MAR 31,2022	
	No. of Share	₹ in Lac	No. of Share	₹ in Lac
Number of shares at the beginning	10,150,000.00	1,015.00	10,000,000.00	100,000,000.00
10150000 Equity shares @Rs.10 per share				
Issued during the year	-	-	150,000.00	1,500,000.00
	10,150,000.00	1,015.00	10,150,000.00	1,015.00

d Shareholder Holding More Than 5% Of The Share As On Mar 31,2023

Mr. Rajnit Rai Jain	(1990000 Eq. shares of Rs 10 each)		20%			20%
RS Software(India) Ltd	8150000 Eq. shares of Rs 10 each)		80%			80%
Shares held by the Promoters at the end of the period	Promoter Name	MAR 31, 2023		MAR 31,2022		% change during year
		No. of Shares	% holding	No. of Shares	% holding	
	RS Software (I) Limited	8150000	80.3%	8150000	80.3%	0%
	Rajnit Rai Jain	1990000	19.6%	1990000	19.6%	0

11	<u>CURRENT BORROWINGS</u>	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Loan from related parties	241.37	44.32
		241.37	44.32

PAYPERMINT PVT LTD
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31, 2023

12	TRADE PAYABLE (SHORT TERM)	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Other than MSME Vendors:	5.90	1.81
		5.90	1.81
	Payable aging Schedule	Mar-23	
	Particulars	< 1 year	> 1year
	MSME		
	Others	5.90	1.81
	MSME (Disputed)		
	Others (Disputed)		
	Total	5.90	1.81

13	OTHER FINANCIAL LIABILITIES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Salary Payable	-	22.01
	Statutory Liability	1.26	4.63
		1.26	26.65

14	OTHER CURRENT LIABILITIES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Statutory Liability Including GST	-	-
		-	-

15	SHORT TERM PROVISIONS	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Provision For Leave Encashment	-	0.03
	Provision For Gratuity	-	0.01
		-	0.04

16	REVENUE FROM OPERATION	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Domestic Income From Software Services	-	1.13
		-	1.13

17	OTHER INCOME	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Profit On Sale of Mutual Fund	-	0.13
	Profit on Revaluation Of Investment	-	(0.24)
	Gratuity Expense Written Back	-	22.02
	Interest Received from Bank Fixed Deposit	1.12	0.90
	Other Income	-	1.01
		1.12	23.83

PAYPERMINT PVT LTD
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31, 2023

18	EMPLOYEE BENEFIT EXPENSES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Salary Wages And Bonus	104.75	175.96
	Contribution to PF And Other Funds	5.97	9.37
	Staff Welfare Expenses	0.05	4.48
		110.77	189.81

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.

19	SUBCONTRACTOR EXPENSES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Subcontractor Expenses	3.30	5.34
		3.30	5.34

20	OPERATION AND OTHER EXPENSES	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Conveyance	-	0.03
	Communication	41.52	52.65
	Repairs - Machinery	-	0.03
	Auditors' Remuneration (Refer Note 21)	0.90	1.18
	Legal / Professional Fee	2.23	5.35
	Business Promotion	1.14	1.94
	Membership and Subscription	2.14	1.94
	Bank Charges	0.01	1.06
		47.94	64.16

21	AUDITOR'S REMUNERATION	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Statutory Audit	0.50	0.88
	Other Certification	0.40	0.30
		0.90	1.18

22 There is no Impairment of assets during the period ended as on MAR 31,2023.

23 In respect of GST which are non cenvatable or non refundable the same amount is being charged to respective expense account.

24	EMPLOYEE BENEFIT PROVISIONS	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Provision for Leave Encashment in Profit and Loss statement	-	0.73
	Provision for Gratuity in Profit and Loss statement	-	2.00
		-	2.73

PAYPERMINT PVT LTD

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31, 2023

- 25a) Fair Value Measurement is given in Annexure 25 a)
- b) Financial Risk Management assesements are disclosed in Annexure 25 b)
- c) Actuarial valuation of Leave & Gratuity is done at year end has not been done as there is no employee who has completed five years of service.
- d) Segment wise reporting is not applicable.

RELATED PARTY TRANSACTION		
26	Enterprises whose control exists:	
HOLDING COMPANY	% of holding	Country of Incorporation
R S SOFTWARE INDIA LTD	80.3%	INDIA
PERSON WITH SIGNIFICANT INFLUENCE		
RAJNIT RAI JAIN	19.7%	

KEY MANAGEMENT PERSONNEL	
RAJNIT RAI JAIN (DIRECTOR)	
R RAMARAJ (DIRECTOR)	

27 Disclosure of transactions between the Company and Related Parties and the status of outstanding balances

i	With Holding Company		
Particulars		MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
Loan taken from Holding company			
RS Software (India) Ltd		241.37	44.36
Maximum balance outstanding during the year			
RS Software (India) Ltd		241.37	70.99

- 28 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 .
- 29 The company has made an assessment of the companies ability and it continues to be a going concern and no material uncertainty exists that needs to be disclosed. Also, the holding company has assured ongoing financial support to the company for the next financial year in order to meet all its obligation.

30	EARNING PER EQUITY SHARE AS PER IND AS 33 :	MAR 31, 2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
Profit & Loss From Continuous Operations :		(272.78)	(358.67)
Issued Subscribed And Paid-Up-Fully Called And Paid Up		10,150,000.00	10,150,000.00
Basic		(2.69)	(3.53)
Dilluted		(2.69)	(3.53)

PAYPERMINT PVT LTD

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31, 2023

31	Ratios	MAR 31, 2023	MAR 31 2022	Change	Remark
(a) Current Ratio,		0.66	2.24	(129%)	Losses
(b) Debt-Equity Ratio,		2.22	0.12	(2011%)	Losses
(c) Debt Service Coverage Ratio,		(0.885)	0.00	0%	Losses
(d) Return on Equity Ratio,		(251%)	-88%	(385%)	Losses

- #The variations are due to non realisation of business Revenues.
- 32 Figures reported in INR lacs and rounded off to nearest rupee.
- 33 Previous year figure have been regrouped , reclassified and restated, wherever necessary, to correspond with current year classifications.

For CHATURVEDI & COMPANY CHARTERED ACCOUNTANTS (Reg. no : 302137E)		ON BEHALF OF THE BOARD	
Sd/- CA NILIMA JOSHI PARTNER, M. No. 52122 DATED: April 25,2023 PLACE : Kolkata		Sd/- R.R. JAIN DIRECTOR DIN:00122942	Sd/- R.RAMARAJ DIRECTOR DIN:00090279

25a.Fair value measurements

Financial instruments by category						
Particulars	MAR 31, 2023 (<u>₹ in Lac</u>)			MAR 31, 2022 (<u>₹ in Lac</u>)		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	-	-	-	-	-	-
Trade receivables	-	-	-	-		-
Loans	-	-		-		
Cash and cash equivalents	-	-	1.54	-		4.75
Other financial assets	-	-	-	-		-
Total financial assets	-	-	1.54	-	-	4.75
Financial liabilities						
Borrowings- Advance from Subsidiary	-	-	-	-		-
Trade payables	-	-	5.90	-		1.81
Other financial liabilities	-	-	1.26	-		26.65
Total financial liabilities	-	-	7.16	-	-	28.46

₹ in Lacs				
Financial assets and liabilities measured at amortised cost for which fair values are disclosed At MAR 31 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
Trade receivables	-	-	-	-
Loans	-	-	-	-
Cash and cash equivalents	1.54	-	-	1.54
Other financial assets	-	-	-	-
Total financial assets	1.54	-	-	1.54
Financial liabilities				
Borrowings- Advance from Subsidiary	-	-	-	-
Trade payables	-	-	5.90	5.90
Other financial liabilities	-	-	1.26	1.26
Total financial liabilities	-	-	7.16	7.16

₹ in Lacs				
Financial assets and liabilities measured at amortised cost for which fair values are disclosed At 31 March 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
Trade receivables	-	-	-	-
Loans	-	-	-	-
Cash and cash equivalents	4.75	-	-	4.75
Other financial assets	-	-	-	-
Total financial assets	4.75	-	-	4.75
Financial liabilities				
Borrowings- Advance from Subsidiary	-	-	-	-
Trade payables	-	-	1.81	1.81
Other financial liabilities	-	-	26.65	26.65
Total financial liabilities	-	-	28.46	28.46

Level 1: Level 1 hierarchy includes financial instruments basically here includes cash and bank balances which are at carrying value which approximates to its fair value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is generally the case for unlisted equity securities.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of Net assets value/ realisable value in case of investment in mutual fund
- Other financial instruments have been carried at their carrying value which approximates to its fair value

(iii) Fair value of financial assets and liabilities measured at amortised cost

	MAR 31 2023 (<u>₹ in Lac</u>)		31 March 2021 (<u>₹ in Lac</u>)	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Trade receivables	-	-	-	-
Loans	-	-	-	-
Cash and cash equivalents	1.54	1.54	4.75	4.75
Other financial assets	-	-	-	-
Total financial assets	1.54	1.54	4.75	4.75
Financial liabilities				
Borrowings- Advance from Subsidiary	-	-	-	-
Trade payables	5.90	5.90	1.81	1.81
Other financial liabilities	1.26	1.26	26.65	26.65
Total financial liabilities	7.16	7.16	28.46	28.46

The carrying amounts of trade receivables, loans, cash and cash equivalents, other bank balances, other financial assets, security deposits, trade payables and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

25b. Financial risk management

The Company’s activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and price risk).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Management
<i>Credit risk</i>	Cash and cash equivalents, trade receivables and other financial assets measured at amortised cost.	Diversification of bank deposits and investments. Entering into transactions with customers of repute / customers having sound financial position.
<i>Liquidity risk</i>	Financial liabilities that are settled by delivering cash or another financial asset.	*Projecting cash flows on regular basis and also considering the level of investement and liquid assets to meet the liabilities.
<i>Market risk – foreign exchange</i>	Future commercial transactions and recognised financial assets & liabilities not denominated in Indian rupee (Rs.)	Integral foreign operation and incorporation of the same made in books on monthly basis
<i>Market risk – security price risk</i>	Investments in mutual funds	Portfolio diversification

(A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and investments, foreign exchange transactions and other financial instruments.

i) Trade receivables

Customer credit risk is managed by the management subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing. Outstanding customer receivables are regularly monitored.

At each reporting date the Company measures loss allowance for certain class of financial assets based on historical trend industry practice and the business environment in which the Company operates.

The Company's maximum exposure to credit risk for the components of the balance sheet at DEC 31 2020 and 31 March 2020 is the carrying amounts of trade receivables.

Provision for expected credit loss

In determination of the allowance for credit losses on receivables, the Company has used a practical experience by computing the expected credit losses based on ageing matrix, which has taken into account historical credit loss experience and adjusted for forward looking information.

ii) Financial instruments and cash deposits

Credit risk from balances with banks and investments is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities MAR 31 2023	Less than 1 year	More than 1 year	Total
Non-derivatives			
Short Term Advances	-	-	-
Other financial liabilities	1.26	-	1.26
Trade payables	5.90	-	5.90
Total non-derivative financial liabilities	7.16	-	7.16

Contractual maturities of financial liabilities 31 March 2022	Less than 1 year	More than 1 year	Total
Non-derivatives			
Short Term Advances	-	-	-
Other financial liabilities	26.65	-	26.65
Trade payables	1.81	-	1.81
Total non-derivative financial liabilities	28.46	-	28.46

(C) Market risk

(i) **Foreign Exchange Risk:-**Books of Integral foreign operations incorporated on monthly basis. Considering the materiality involved, the company do not assort to forex fluctuation mitigation techniques like hedging , forward contracts etc.

(ii) Price risk

(a) Exposure

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

25c. ACTUARIAL VALUATION DISCLOSURE (PAYPERMINT)

PARTICULARS	2022	2022	2,021	2,021
1)EXPENSE RECOGNISED IN THE INCOME STATEMENT	GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
Current Service Cost				
as on 31/03/2021	68,594	26,120	244,678	120,835
Past Service Cost				
Loss / (Gain) on settlement				
Net Interest Income / (cost) on the Net Defined Benefit Liability (Asset)	99,846	18,173	143,277	25,158
Actuarial (gains) / losses due to :				
change in demographic assumptions	-	-	(191,128)	(40,622)
Change in financial assumptions	(14,813)	(5,284)	(210,654)	(61,716)
experience variance (i.e. Actual experience vs assumptions)	2,268,206	220,606	(342,867)	35,118
others				
Return on plan assets, excluding amount recognised in net interest expense				
Re-measurement (or Actuarial (gain)/loss) arising because of change in effect of asset celling				
Components of defined benifit costs recognised in Other				
Comprehensive Income	2,253,393		(744,649)	
2)Net Asset				
Funded Status				
Present value of Defined Benefit Obligation	201,500	76,410	1,448,080	263,566
Fair value of plan assets				
Funded status [Surplus/(Deficit)]	(201,500)	(76,410)	(1,448,080)	(263,566)
Effect of balance sheet asset limit				
Unrecognised Past Service Costs				
Present value of Defined Benefit Obligation				
Net asset/(liability) recognised in balance sheet	(201,500)	76,410	(1,448,080)	263,566
Net asset/(liability) recognised in balance sheet at beginning of period	(1,448,080)	263,566	(2,172,402)	(381,455)
	-	-	-	-
Expense recognised in Income Statement	168,440	259,615	387,955	78,773
Expense recognised in Other Comprehensive Income	2,253,393	-	(744,649)	
Employer contributions	(3,668,413)	(446,771)	(367,628)	(196,662)
Net Acquisitions / Business Combinations				
Net asset/(liability) recognised in balance sheet at end of the period	(201,500)	(76,410)	(2,172,402)	(263,566)
3)Change in Defined Benefit Obligations (DBO)				
Present Value of DBO at beginning of period	201,500	-	2,172,402	-
Current Service cost	68,594	26,120	244,678	120,835
Interest cost	99,846	18,173	143,277	25,158
Curtailment cost/(credit)				
Settlement cost/(credit)				
Employee contribution				
Past Service Cost				
Acquisitions				
Re-measurement (or Actuarial (gains)/ losses) arising from change in demographic assumptions	-	-	(191,128)	(40,622)

Change in financial assumptions	(14,813)	(5,284)	(210,654)	(61,716)
- experience variance (i.e. Actual experience vs assumptions)	2,268,206	220,606	(342,867)	35,118
others				
Benefits paid	3,668,413	446,771	(367,628)	(196,662)
Present Value of DBO at the end of period	201,500	76,410	1,448,080	263,566
4)Change in Fair Value of Assets				
Plan assets at beginning of period				
Investment Income				
Return on Plan Assets, Excluding amount recognised in Net Interest expense				
Actual Company contributions	3,668,413	446,771	367,628	196,662
Fund Transferred				
Employee contributions				
Benefits paid	(3,668,413)	(446,771)	(367,628)	(196,662)
Plan assets at the end of period				
5)Actuarial Assumptions				
Financial Assumptions				
Discount Rate	7%	7%	7%	7%
Rate of increase in salaries	1%	1%	1%	1%
Demographic Assumptions				
Mortality Rate (% of IALM 06-08)	100%	100%	100%	100%
Normal Retirement Age	65 years	65 years	65 years	65 years
Attrition Rates, based on age (% p.a.) FOR ALL AGES	1%	1%	1%	1%

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., and Paypermint Pvt. Limited (the Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at March 31, 2023, 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 March 31, 2023, of Consolidated Loss and (including other Comprehensive Income),Consolidated Changes in Equity and its Consolidated Cash Flows for the year the ended as on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements 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 on the consolidated financial statements

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.

Sr. No	Key Audit Matter	How our audit addressed the Key Audit Matter
1	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. 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.	Our audit procedure in recognition of revenue includes- a. Obtaining an understanding of the systems, processes and controls implemented for recording and computing revenue b. Thereafter tested the controls 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. c. Selected on sample basis for performing the following procedures 1. Reviewed the particulars of the agreements (i.e distinct performance obligations, nature of work, transaction price including other Terms and Conditions). 2. Compared the Actual Performance Obligations with agreed performance obligations and revenue booking based on performance obligations achieved/rendered. 3. Effectiveness of controls have also been tested which broadly includes identification of major performance obligations of the company as stated in the agreement, nature of contracts whether milestone based, fixed price contracts, maintenance contracts, certain enhancement related contracts and determination of revenue recognition accordingly (like Fixed price / maintenance revenue contracts should be recognized on a straight line basis or using the percentage completion method) 4. Reviewing the details of the resources engaged in the performance of the contracts, on test check basis, along with their approved attendance by the client 5. Reviewed the terms of the contracts in relation to ‘transaction price’ including any variable consideration and tested that revenue booking corresponds to the same. 6. 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 & subsequent invoicing and existing trend of collections. 7. 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.

Information Other than the Consolidated 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 out knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Companies 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 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 compa-nies 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 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 Groupare responsible for overseeing the financial reporting pro-cess 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 mis-statement 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 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 appro-priate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one re-sulting 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 wheth-er 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 dis-closures, 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 per-formance 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 (the subsidiary) whose financial statements reflect total assets (net) of Rs. 1.94 Lacs as at 31st March, 2023 and total revenue of Rs. 2.76 Lac and net decrease in Cash Flows amounting to Rs. 2.75 Lacs for the year ended on that date, as considered in the consolidated financial statements. The audit reports of foreign subsidiary namely M/s. Responsive Solutions Inc have been prepared under generally accepted auditing standards of their respec-tive countries and has been provided to us by the company and the audited Financial Statements has been converted by the manage-ment 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 the subsidy is based solely on the reports of the other auditor.

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 auditor and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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.
2. 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 nec-essary 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 Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Company as on 31st March, 2023 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 31st March, 2023 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 Control over financial reporting of the group Company and the oper-ating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - g) With respect to the other matter to be included in the Auditor's report in accordance with the requirements of Section 197(16) of the act.

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the act.

h) 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 Consolidated Financial Statements of the group has disclosed the impact of pending litigations in its financial statements (refer Note 21) as at 31st March, 2023.

ii. The group does not have any long term contracts including derivative contract for which there are any material foreseeable losses during the year ended 31st March, 2023.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding Company during the year ended 31st March, 2023.

iv. As per the management representation provided, we report

- no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the Intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

- no funds have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

- Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given by management under the above sub-clauses contain any material mis-statement.

v. As per the records of the Company no dividend has been declared or paid during the year by the group.

vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

According to the information and explanation given to us by the Company and based on the audit report of the Subsidiary Company (audited by us) incorporated in India there are no qualification or adverse remarks by the auditor in their report on Companies (Auditors Report) Order 2020 included in the consolidated financial Statement.

For CHATURVEDI & COMPANY
Chartered Accountants
Firm ICAI Reg.No.302137E

Sd/-
NILIMA JOSHI
PARTNER
M.NO. 52122
UDIN – 23052122BGXQCB2412

Dated : 25th day of April, 2023
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, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. (One Company 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 13th June,2017 respectively hence reporting requirement under section 143(3)((i) are similar to the comments in the auditor’s report in Annexure-B of the auditor’s 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 auditor’s judgment, 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 unauthorized 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 nor 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, 2023, 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 CHATURVEDI & COMPANY
Chartered Accountants
Firm ICAI Reg.No.302137E

Sd/-
NILIMA JOSHI
PARTNER
M.NO. 52122
UDIN – 23052122BGXQCB2412

Dated :25th day of April, 2023
Place : Kolkata

R S SOFTWARE (INDIA) LIMITED

CONSOLIDATED BALANCE SHEET AS AT MAR 31, 2023

After consolidating the results of the Company with those of its wholly owned foreign subsidiary Responsive Solution INC. and Paypermint Pvt Ltd.

PARTICULARS		Notes	As at MAR 31,2023 ₹ in Lac	As at MAR 31,2022 ₹ in Lac
ASSETS				
NON CURRENT ASSETS				
A)	PROPERTY PLANT & EQUIPMENT			
	(i)PROPERTY PLANT & EQUIPMENT	3	178.84	156.32
	(ii)OTHER INTANGIBLE ASSETS	3	544.54	881.16
	(iii) RIGHT TO USE ASSETS		231.71	
B)	FINANCIAL ASSETS			
	OTHER FINANCIAL ASSET	4	5.56	14.97
C)	DEFERRED TAX ASSETS (Net)	5	-	-
D)	OTHER NON CURRENT ASSETS	6	466.00	417.01
CURRENT ASSETS				
E)	FINANCIAL ASSETS			
	(i)INVESTMENT	7	142.26	816.31
	(ii)TRADE RECEIVABLES	8	87.98	386.23
	(iii)CASH & CASH EQUIVALENTS	9	681.06	467.04
	(iv)OTHER BANK BALANCES	9	58.27	563.39
	(v)OTHER FINANCIAL ASSETS	10	1,527.17	427.63
F)	OTHER CURRENT ASSETS	11	398.05	654.96
	TOTAL ASSETS		4,321.44	4,785.01
EQUITY AND LIABILITIES :				
EQUITY				
	(i)EQUITY SHARE CAPITAL	12	1285.42	1285.42
	(ii)OTHER EQUITY	13	1,763.25	2640.01
	(iii)NON CONTROLLING INTEREST	14	21.44	47.37
LIABILITIES				
NON CURRENT LIABILITIES				
A)	NON CURRENT FINANCIAL LIABILITIES			
	BORROWINGS	15	0.00	8.66
	LEASE LIABILTY		241.40	
B)	PROVISIONS	16	103.32	91.43
CURRENT LIABILITIES				
C)	FINANCIAL LIABILITY			
	(i)TRADE PAYABLES	17	250.05	146.30
	(ii)OTHER FINANCIAL LIABILITIES	18	493.70	461.30
D)	OTHER CURRENT LIABILITIES	19	135.64	80.90
E)	SHORT TERM PROVISIONS	20	27.23	23.62
	TOTAL LIABILITIES		4321.44	4785.01

Significant Accounting Policies and Notes on Accounts

1 to 44

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 CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS
(Reg. no : 302137E)

ON BEHALF OF THE BOARD

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

R S SOFTWARE (INDIA) LIMITED

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR PERIOD ENDED MAR 31, 2023

After consolidating the results of the Company with those of its wholly owned foreign subsidiary Responsive Solution INC. and Paypermint Pvt Ltd.

PARTICULARS		Notes	PERIOD ENDED MAR 31 2023 ₹ in Lac	PERIOD ENDED MAR 31 2022 ₹ in Lac
I	REVENUE FROM OPERATION	22	3,012.67	2,752.35
II	OTHER INCOME	23	64.46	479.08
III	TOTAL REVENUE		3,077.13	3,231.43
IV	EXPENSES :			
	PURCHASES OF STOCK IN TRADE	24	69.92	159.14
	EMPLOYEE BENEFIT EXPENSES	25	2,263.93	2,669.99
	SUBCONTRACTOR EXPENSES	26	270.28	286.14
	FINANCE COST	27	22.27	0.05
	DEPRECIATION	3	405.88	420.12
	OPERATION AND OTHER EXPENSES	28	913.21	903.94
	TOTAL EXPENSES		3,945.50	4,439.38
			-	
V	PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS & TAX :	(III - IV)	(868.36)	(1,207.95)
VI	TAX EXPENSES		-	375.38
VII	PROFIT (LOSS) FOR THE YEAR FROM CONTUNUING OPERATIONS		(868.36)	(1,583.33)
	ATTRIBUTABLE TO :			
	SHAREHOLDERS' OF THE COMPANY		(814.63)	(1,512.67)
	NON CONTROLLING INTEREST		(53.74)	(70.66)
	COMPREHENSIVE INCOME/(LOSS)			
	ITEMS WHICH WILL NOT BE CLASSIFIED INTO P&L RELATING TO ACTUARIAL GAIN/LOSS		(6.59)	(132.50)
VIII	TOTAL OTHER COMPREHENSIVE INCOME/(LOSS)		(6.59)	(132.50)
IX	PROFIT/(LOSS) FOR THE YEAR AFTER OTHER COMPREHENSIVE INCOME :	(V - VI)	(821.21)	(1,645.16)
	ATTRIBUTABLE TO:			
	SHAREHOLDERS OF THE COMPANY		(814.63)	(1,512.67)
	NON CONTROLLING INTEREST		(53.74)	(70.66)
X	EARNING PER EQUITY SHARE(FOR CONTINUING OPERATION) :			
	BASIC	31	(3.19)	(6.40)
	DILLUTED	31	(3.19)	(6.40)

Significant Accounting Policies and Notes on Accounts

1 to 44

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 CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS
(Reg. no : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

ON BEHALF OF THE BOARD

R S SOFTWARE (INDIA) LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED MAR 31,2023

After consolidating the results of the Company with those of its wholly owned foreign subsidiary Responsive Solution INC. and Paypermint Pvt Ltd.

PARTICULARS		YEAR ENDED MAR 31,2023 ₹ in Lac	YEAR ENDED MAR 31,2022 ₹ in Lac
CASH FLOW STATEMENT			
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	NET PROFIT BEFORE TAX	(868.36)	(1,207.95)
	ADJUSTMENT FOR :		
	DEPRECIATION	405.88	420.12
	INTEREST PAID	22.27	0.05
	FOREIGN EXCHANGE FLUCTUATION RESERVE	(1.80)	141.63
	PROVISION FOR GRATUITY, LEAVE ENCASHMENT	(15.50)	40.11
	INTEREST RECEIVED	(64.46)	(100.20)
	MINORITY INTEREST	(53.74)	(70.66)
	EMPLOYEES EXPENSES AMORTIZATION	(1.54)	(242.55)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(577.26)	(1,019.44)
	ADJUSTMENT FOR :		
	TRADE AND OTHER RECEIVABLES	(801.29)	725.63
	LOANS AND ADVANCES AND OTHER ASSETS	217.33	1,398.07
	TRADE PAYABLES & OTHER LIABILITIES(INCLUDES AMORTISATION)	190.89	185.73
	LEASE ASSET	9.69	-
	LESS:INCOME TAX	-	(375.38)
	NET CASH FROM OPERATING ACTIVITIES	(960.64)	914.62
B	CASH FLOW FROM INVESTMENT ACTIVITIES :		
	PURCHASE OF PROPERTY PLANT & EQUIPMENT	(45.44)	62.48
	INTEREST RECEIVED	96.67	102.05
	LEASE OUTFLOW	(46.34)	-
	INVESTMENT DURING THE PERIOD	641.85	(364.07)
	NET CASH FROM INVESTMENT ACTIVITIES	646.74	(199.54)
C	CASH FLOW FROM FINANCE ACTIVITIES:		
	MINORITY INTEREST	53.74	(70.66)
	INTEREST PAID	(22.27)	(0.05)
	PAYMENT OF CSR FUND	-	-
	LOAN PAID	(8.66)	(771.43)
	NET CASH FROM FINANCING ACTIVITIES	22.80	(842.14)
	NET INCREASE /DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(291.10)	(127.06)
	OPENING CASH AND CASH EQUIVALENTS	1,030.43	1,157.49
	CLOSING CASH AND CASH EQUIVALENTS	739.33	1,030.43

The Notes referred to above form an integral part of the Financial Statement.

This is the Financial Statement referred to in our report of even date.

For CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS
(Reg. no : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

ON BEHALF OF THE BOARD

13. CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE PERIOD ENDED MAR 31,2023*											
Amount in Lacs											
Particulars	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	Non Controlling Interest	Other items of other comprehensive income	Total equity attributable to equity holders of the Company
Equity											-
Balance as of April 1, 2022											1,285.42
Changes in equity for Period											
Balance as of Mar 31,2023											1,285.42
Other Equity											
Balance as of April 1, 2022	2,586.38	144.13	113.15	485.83	43.50	255.31	(643.10)	(71.34)	47.37	(321.23)	2,640.01
Changes during the period		(814.63)	-	(1.80)	-	-	(27.80)	-	(25.94)	(6.59)	(876.75)
Balance as of Mar 31,2023	2,586.38	(670.49)	113.15	484.02	43.50	255.31	(670.90)	(71.34)	21.44	(327.82)	1,763.25
CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MAR 31,2022											
Amount in Lacs											
Particulars	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	Non Controlling Interest	Other items of other comprehensive income	Total equity attributable to equity holders of the Company
Equity											-
Balance as of April 1, 2021											1,285.42
Changes in equity for Period Ended MAR 31,2022											
Balance as of Mar 31,2022											1,285.42
Other Equity											
Balance as of April 1, 2021	2,586.38	1,727.46	113.15	344.20	43.50	255.31	(643.10)	(71.34)	118.03	(188.73)	4,284.86
Changes in equity for Period Ended MAR 31,2022		-									-
Shift to Capital reserve		-					-		-		-
Changes due to Inter Branch Foreign Fluctuation Account	-	-	-		-	-		-		-	-
Changes during the period		(1,583.33)	-	141.63	-	-	-	-	(70.66)	(132.50)	(1,644.85)
Balance as of Mar 31,2022	2,586.38	144.13	113.15	485.83	43.50	255.31	(643.10)	(71.34)	47.37	(321.23)	2,640.01
The company has retained its CSR fund created earlier suo motto by the company in order to meet its obligation towards the society, despite being in losses.											

*This Statement forms a integral part of Consolidated Standalone Financial Statement

For CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS
(Reg. no : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

ON BEHALF OF THE BOARD

Sd/- V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/- R.RAMARAJ
DIRECTOR
DIN:00090279

Sd/- R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

R S SOFTWARE (INDIA) LIMITED

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

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 APR 25, 2023.

2

a. Significant Accounting Policies

These financial statements are prepared in accordance with Indian Accounting Standard (Ind 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 precribed 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 accouting 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.

The Consolidated financial statements comprise the financial statements of the Company, its controlled trusts and its subsidiaries, as disclosed in Notes to Accounts. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. The financial statements of the subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

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.

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. 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 developement 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. All other investment income has been accounted for on accrual basis.

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 f 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). Transaction based Revenue on Licensed Product is recognised on availability of Transaction Volumes or monthly Fixed value as applicable.

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 us commission , 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 Rs 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 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 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 .

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 30th 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.)

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

I	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, annually, 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 at the of the year.
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 accordance with the 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 Initial recognition
i)	The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. Initial recognition has been measured at its fair value plus or minus transaction costs that re directly attributable. Regular 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 Asset & liabilities for all leases taken for a term of more than 12 months are recognised as per IND AS 116 unless unlined assets is of low value.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

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.
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.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

4		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	OTHER FINANCIAL ASSETS		
	FD On Lien (Original Maturity More Than 12 Months) With		
	ICICI Bank	5.56	14.97
		5.56	14.97

5 **Deferred tax Assets /- (NET)**

Deferred Tax Asset/ Liability Calculation:

	MAR 31,2023 Amount in ₹	MAR 31,2022 Amount in ₹
Deferred Tax Liability		
Tax Rate	26%	26%
WDV Difference closing FIXED ASSETS	(13,633,817.97)	7,979,756.99
Asset as per Companies Act	72,337,958.99	103,747,573.45
Asset as per Income Tax	85,971,776.96	95,767,816.46
Closing Temporary Difference	(13,633,817.97)	7,979,756.99
Closing Balance DTL	(3,644,310.90)	1,897,686.25
Deferred Tax Asset		
Loss on business	1,724,102,914.59	1,780,156,045.10
Long Term Capital Loss	-	-
Provision for Gratuity & Leave	13,054,617.00	11,500,519.00
Originating TD	1,737,157,531.59	1,791,656,564.10
Closing TD	1,737,157,531.59	1,791,656,564.10
Closing Balance DTA	448,677,302.57	463,117,098.39
Net Deferred Tax Assets / (Liability)	452,321,613.48	461,219,412.14

The Company has not considered booking Deferred Tax Assets in accordance with Prudent Accounting Policies .

6		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	OTHER NON CURRENT ASSETS		
	(Unsecured and Considered good)		
	Prepaid Expenses	2.39	4.59
	Deposits	74.98	8.81
	Advance Taxes (Net of Provisions)	159.46	167.75
	Balances With Govt. Authorities	229.17	235.87
		466.00	417.01

7		No. of unit	MAR 31,2023 ₹ in Lac	No. of unit	MAR 31,2022 ₹ in Lac
	CURRENT INVESTMENT				
	Investment in Mutual Fund (Others - unquoted)				
	ICICI Ultra Short Term Fund Dp Growth	-	-	128.12	0.03
	Nippon India Floating Rate Fund Direct Growth Plan	-	-	4,767.92	1.80
	Nippon India Ultra Short term Fund-Direct Plan Growth Option	-	-	8,586.27	303.02
	Kotak Credit Risk Fund-Direct Plan Growth	-	-	396,619	106.75
	Nippon India Low Duration Fund Direct Growth	1,082.96	36.17	9,592	303.96
	L & T Low Duration Fund Direct Plan - Growth	422,212.00	106.08	422,212.00	100.74
	Aggregate amount of investment at Cost Rs.133,87.46 Lacs (as on 31.03.2022 Rs 775.72 Lacs)		142.26		816.31

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

8

TRADE RECEIVABLES			MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac	
Unsecured and Considered good			136.30	386.23	
Expected Credit Loss			(48.32)	-	
			87.97	386.23	
Receivable ageing	Out Standing for the following periods from the due date				
Particulars for Y/E 03/2023	< 6 months	6 m-1 yr	1-2 years	2-3 years	Total
Undisputed - Good	68.31	6.55	11.34	0.00	86.20
Undisputed -Doubtfull	0.00	0.00	0.00	0.00	0.00
Disputed - Good/ Doubtfull	0.00	0.00	0.00	0.00	0.00
Total	68.31	6.55	11.34	0.00	86.20
Particulars for Y/E 03/2022	< 6 months	6 m-1 yr	1-2 years	2-3 years	Total
Undisputed - Good	376.16	10.06	-	-	386.22
Undisputed -Doubtfull	-	-	-	-	0.00
Total	376.16	10.06	0.00	0.00	386.22

9		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	CASH & CASH EQUIVALENT		
	CASH IN HAND *	0.00	8.00
	BALANCE		
	- in Current Account (Axis Bank)	45.34	47.20
	- in Current Account (Allahabad Bank)	-	-
	- in Current Account (HDFC)-including Paypermint	11.54	17.34
	- in Current Account (ICICI Bank)	273.23	335.12
	- in Current Account (YES Bank)	11.98	8.26
	- in Current Account (SBI Bank)	5.71	16.72
	FOREIGN BANK		
	- in Current Account(in SVB)	11.95	14.10
	OTHER BALANCES		
	FIXED DEPOSITS - with original maturity less than 12 months		
	Fixed Deposits -without Lien	300.00	0.00
	Fixed Deposits -Paypermint	21.31	20.30
	TOTAL	681.06	467.04
	OTHER BANK BALANCES		
	FD with ICICI Bank (On Lien Less Than 12 Months)	45.37	51.13
	FD with Axis Bank (On Lien Less Than 12 Months)	8.05	7.77
	FD with Allahabad Bank (On Lien Less Than 12 Months)	-	10.19
	FD with Yes Bank (On Lien Less Than 12 Months)	(0.00)	478.89
	Earmarked Balances With Banks(Unclaimed Dividend A/C)	4.85	15.41
	TOTAL	58.27	563.39

* Cash in hand is as certified by the Management

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

10		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	OTHER FINANCIAL ASSETS		
	Unbilled Revenue	1,527.17	427.63
	TOTAL	1,527.17	427.63

11		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	OTHER CURRENT ASSETS		
	ADVANCES (Recoverable in cash or in kind or for value to be received)		
	Advances Other Than Capital Advances	221.40	164.62
	Prepaid Expenses	60.94	26.16
	Deposits	-	109.03
	Advance To Staff	9.18	6.64
	Advance Taxes (Net of Provisions)	-	299.68
	Balances With Govt. Authorities	106.53	48.83
		398.05	654.96

12		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
a	SHARE CAPITAL		
	The AUTHORISED CAPITAL is :		
	40,000,000 Equity Share Of INR 5/- Each	2,000.00	2,000.00
	2,500,000 Preference Share Of INR 100/- Each	2,500.00	2,500.00
		4,500.00	4,500.00
b	ISSUED SUBSCRIBED AND PAID-UP-FULLY CALLED AND PAID UP		
	Equity Share Of INR 5/- Each	1,285.42	1,285.42
	(Previous Year 2,56,78,318 shares of INR 5 each)		
		1,285.42	1,285.42

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 INR 10 to INR 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 granted 250000 ESOP options to one of the Senior Management Employees of the company on 29th Jan,2019 and as per the Terms of the Company's ESOP Scheme 25% of the total options granted would be vested after each one year with a maximum staggered vesting period of four years from the date of grant of the options. The concerned employee yet to exercise the Final Installment of 100% of the options granted in the exercise period declared after January 2023 for the allotment of shares. The Options will lapse upon expiry of 90 days from date vesting.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

c Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Equity Share	MAR 31,2023		MAR 31,2022	
	No. of Share	₹ in Lac	No. of Share	₹ in Lac
Number of shares at the beginning	25,708,318.00	1,285.42	25,708,318.00	1,285.42
Add : Shares issued as Preferential Allotment				
Add : Shares issued as Bonus				
Add : Shares issued on exercise of Employee Stock option				
Add : Bonus Shares issued on Employee Stock option				
	25,708,318.00	1,285.42	25,708,318.00	1,285.42

d	SHAREHOLDER HOLDING MORE THAN 5% OF THE SHARE AS ON Mar31,2021	MAR 31,2023	MAR 31,2022
	Mr. Rajnit Rai Jain	10090288 shares of INR 5 each	10090288 shares of INR 5 each
		(39.25% of total shareholding)	(39.25% of total shareholding)

e	Aggregate Nos of shares issued for consideration other than cash and shares bought back during five years immediately preceeding the current FY	Nil	Nil
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f	Shares held by the Promoters at the end of	MAR 31,2023		MAR 31,2022	
	Promoter Name	No. of Shares	% holding	No. of Shares	% holding
	Rajnit Rai Jain	1378334	39.25%	1378334	39.25%
	Sarita Jain	366544	1.40%	366544	1.40%

14		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	NON CONTROLLING INTEREST		
	Minority Interest	21.44	47.37

15		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	NON CURRENT FINANCIAL LIABILITIES		
	BORROWINGS	-	8.66
		-	8.66

16		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	NON CURRENT PROVISIONS		
	Provision For Leave Encashment	10.65	9.97
	Provision For Gratuity	92.66	81.46
		103.32	91.43

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

17	CURRENT TRADE PAYABLE	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Trade Payable-other than MSMED vendor	250.05	146.30
		250.05	146.30
	Payable aging Schedule	Out Standing for periods from the due date - 31.03.2023	
	Particulars	< 1 year	>1 years
	MSME		
	Others	250.05	0
	MSME (Disputed)		
	Others (Disputed)		
	Total	250.05	0
		250.05	146.30
		0	146.30
18	CURRENT OTHER FINANCIAL LIABILITIES	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Unpaid Dividend	4.85	15.41
	Salary Payable	23.74	47.64
	Statutory Liability Including Pf, Tds, Esi Etc.	465.11	398.26
		493.70	461.30
19	OTHER CURRENT LIABILITIES	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Advance From Customers	-	27.55
	Statutory Liability Including GST	133.53	50.91
	Security Deposit & Others	2.11	2.44
		135.64	80.90
20	CURRENT PROVISION	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Provision For Leave Encashment	3.41	2.34
	Provision For Gratuity	23.82	21.28
		27.23	23.62
21	CONTINGENT LIABILITIES & ASSETS (TO THE EXTENT NOT PROVIDED FOR/ ACCRUED) & OTHER NOTES	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	a) Guarantee Outstanding *	46.19	436.22
	b) In response to order received for demand of service tax of INR 3.99 Cr(FY2007-12), the company has filled an appeal with CESTAT and the same is pending as on date.		
	c) The Company has a tax demand from Franchisee Tax Board .of \$494563 (Rs 3.75 Crores) relating to tax years 2011 and 2012 . The same is accounted for. The company has started making installment based payments and is trying to seek further relief.		
	d) The Company has a tax asseement going on with FTB, California USA for Tax Years 2014, 2015 and 2016 wherein the demand has been reduced to \$ 302257 (Rs 2.29Crores) . The Company has undertaken steps to get further waiver on the said demand.		
	e) The Company has pending claims of Rs 1.88 Crores on account of Service Tax Refunds. The Company had filed Tran 1 which has been rejected and the company is in process of filing an appeal in Higher Forum.		

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

22	REVENUE FROM OPERATION	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Export of Software Services Income	495.05	1,134.77
	Domestic Income from Software Services	2,428.68	1,447.32
	Domestic Sales of stock in trade	88.93	170.26
		3,012.67	2,752.35
23	OTHER INCOME	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Interest Received from Fixed Deposit	26.37	39.85
	Deferred Income- Government Grant*	-	(12.03)
	Net gain on Sale of Investments in Mutual Funds	53.69	28.24
	Interest on Income Tax Refund	14.27	90.99
	Income Tax Adjustments	(20.47)	(90.99)
	Net Gain /loss from Foreign Transaction	-	(6.39)
	Unrealised gain/loss on Investment carried at FV through P&L.	(32.20)	(1.86)
	Gain/ Loss on sale of asset	-	-
	Other Income	22.80	431.27
		64.46	479.08
24	PURCHASE OF STOCK IN TRADE	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Purchase of stock in trade	69.92	159.14
		69.92	159.14
25	EMPLOYEE BENEFIT EXPENSES	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Salary Wages And Bonus	2,071.00	2,367.86
	Contribution to PF And Other Funds	107.25	160.81
	Staff Welfare Expenses	85.68	141.32
		2,263.93	2,669.99
26	SUBCONTRACTOR EXPENSES	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
		270.28	286.14
27	FINANCE COST	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	Interest Expenses	22.27	0.05
	SVB Renewal Fees	-	-
		22.27	0.05

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

28		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	OPERATION AND OTHER EXPENSES		
	Travelling	133.94	88.06
	Conveyance	17.32	8.76
	Staff Welfare	8.81	9.77
	Communication	75.93	87.96
	Printing and Stationery	3.09	0.16
	Electricity and Power	39.37	76.88
	Rent - Apartment & Ground	142.93	162.46
	Repairs - Machinery	70.93	56.87
	Repairs - Building	33.40	39.27
	Repairs - Others	5.35	5.33
	Education and Training Expenses	8.58	6.14
	Insurance	32.08	44.71
	Audit Fee	5.20	4.98
	Directors' Fees	20.00	24.80
	Rates & Taxes	17.35	43.45
	Legal / Professional Fee	80.65	68.48
	Consultancy Charges	20.43	16.02
	Recruitment & Relocation Expenses	31.35	17.21
	General and Board Meeting expenses	6.23	0.10
	Membership and Subscription	38.63	30.34
	Business Promotion	66.77	21.03
	Advertisement	4.20	4.06
	Loss on Disposal of Asset	-	50.30
	Bank Charges	11.57	8.29
	Impairment loss recognised under Expected Credit loss	39.09	28.52
	* Amortization of Right to Use Asset has been included in Operations & Other Expenses Considering the nature and Tenure of Rental Lease Agreement	913.21	903.94

29		MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
	AUDITOR'S REMUNERATION		
	As Statutory Auditors	3.00	3.38
	Other certification	2.20	1.60
	The above remunerations are not inclusive of GST	5.20	4.98

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

30 RELATED PARTY TRANSACTION

a Enterprises where control exists:

Wholly Owned Subsidiary:	% of holding	Country of Incorporation
Responsive Solutions Inc	100%	USA

Subsidiary

b	Paypermint Pvt Ltd	80%	INDIA
c	Key Management Personnel:		
	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. Lakshmanan (Lux) Narayan		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)	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
Particulars	Amount	Amount
Reimbursement of Expenses on behalf of Subsidiary		
Paypermint Pvt Ltd	197.05	212.46
Advance Received From Subsidiary		
Responsive Solution Inc	554.07	676.27
Loan Given to Subsidiary		
Paypermint Pvt Ltd	241.37	44.36
Advance received/paid from subsidiary		
Repayment of advances to Resposive Solution Inc	428.33	104.39
Receipt of advances from Resposive Solution Inc	262.64	-
Maximum balance outstanding during the period ended		
Responsive Solution Inc	794.93	754.54
Paypermint Pvt Ltd	241.37	70.99

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

ii

With Related parties	₹ in Lac	
Compensation to KMP'S :	Short Term Employee Benefit	
R R Jain(MD)	86.84	84.36
MR.RICHARD LAUNDER (Director)	6.80	6.00
MR.S.K.JAIN (Director)	4.00	8.00
MR.R. RAMARAJ (Director)	8.00	6.40
MR.LAKSHMANAN	-	3.20
Mrs. Sarita Jain (Director)	0.80	1.20
Vijendra Kumar Surana(CFO & CS)	84.28	81.27
Relatives of CMD	262.52	267.00

31 EPS has been calculated as per the provisions of IND AS 33 issued by the Institute of Chartered Accountants of India. The details of calculation are as follows:

Particulars	MAR 31,2023	MAR 31,2022
Numerator for Basic and Diluted EPS:		
Profit for the Year ended	(821.21) Lacs	(1,645.16) Lacs
Equity Shares	2,57,08,318.00	2,57,08,318.00
Weighted no. of Equity Shares	2,57,08,318.00	2,57,08,318.00
Weighted No. of Basic Equity Shares	2,57,08,318.00	2,57,08,318.00
Weighted no. of Equity Shares	2,57,08,318.00	2,57,08,318.00
Nominal Value of share	5.00	5.00
Basic Earning per Share	(3.19)	(6.40)
Diluted Earning per Share	(3.19)	(6.40)

32 Additional Information pursuant to provisions of the Para 5 (vii) (b) of Part II Schedule III for the Companies Act, 2013:-

Particulars	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
Expenditure in Foreign Currency:		
Foreign branch expenditure	1,090.09	1,752.63
Earning in Foreign Currency		
Export of services	495.05	1,134.77

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 as on 31st Mar 2023		Net Assets i.e total assets minus total liability as on March 2022	
	As a % consolidated net Assets	₹ in Lac	As a % consolidated profit & loss	₹ in Lac
Parent Company R S Software (India) Ltd.	0.92	5,588.45	0.47	(413.38)
Subsidiary Company - Foreign Responsive Solution Inc. (100% Subsidiary)	0.09	546.25	0.22	(188.79)
R S Software Asia Pte Ltd (100% Subsidiary)	-	-	-	-
Paypermint Pvt Ltd	(0.02)	(91.29)	0.31	(272.78)

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

c Remittance in Foreign Currency

The Company has remitted ₹ Nil (MAR 2022: ₹ Nil) in foreign currencies on accounts of dividends as on Mar 31 2023 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 year 2015-16 are as under :-

PARTICULARS	No. of Non-resident Shareholders	No. of Equity Shares held	Year end of Dividend	Year end of Dividend
Dividend for 2015-16 declared in July, 2016	0	564	1790888	March'2016

33 Reporting of Segment Wise Revenue, Results and Capital Employed:

Particulars	Period Ended MAR 31,2023 ₹ in Lac	Period Ended MAR 31,2022 ₹ in Lac
1. Segment Revenue (net sale / income from each segment)		
a. Segment - A (USA)	542.61	1,129.27
b. Segment - B (ROW)	2,470.06	1,623.09
Total	3,012.67	2,752.35
Other Income		
a. Segment - A (USA)	22.64	389.48
b. Segment - B (ROW)	41.82	89.60
	64.46	479.08
Total	3,077.13	3,231.43
Less : Inter - segment revenue	-	-
Total Revenue	3,077.13	3,231.43
2. Segment Results Profit/(Loss) before Tax & Interest from each segment		
a. Segment - A (USA)	(831.79)	(405.90)
b. Segment - B (ROW)	863.30	203.97
Total	31.51	(201.93)
Less : Interest	22.27	0.05
Less : Depreciation	405.88	420.12
Less : Unallocable Selling , General & Administrative Expense	471.72	585.85
Profit before tax	(868.36)	(1,207.95)
3. Capital Employed		
Total Assets	4,321.44	4,785.01
Total Liability	4,321.44	4,785.01

*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.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

35 Disclosure under clause 32 of the listing agreement amount of loans and advances outstanding from subsidiary

	MAR 31,2023 ₹ in Lac	MAR 31,2022 ₹ in Lac
Outstanding as on		
To Responsive Solution Inc	554.07	676.27
From Paypermint Pvt Ltd	241.37	44.36
Maximum balance outstanding during the year		
Responsive Solution Inc	794.93	754.54
RS Software (Asia) Pte Ltd	-	-
Paypermint Pvt Ltd	241.37	70.99

36 Additional Regulatory Information required by Schedule III

(i) Borrowing secured against current assets

The Company does not have any borrowings in the form of term loans, overdraft and extended credit secured against Current Assets.

(ii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) Relationship with struck off companies

The Company has not entered into any transactions with the companies struck off under the Companies Act, 2013 or the Companies Act, 1956.

(iv) Compliance with number of layers of companies

The Company has not entered into any transactions with the companies struck off under the Companies Act, 2013 or the Companies Act, 1956.

(v) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vi) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entity (Intermediary) with the understanding that the Intermediary shall:

- a) directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a) directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(vii) Undisclosed income

The company has not surrendered or disclosed any income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) Corporate Social Responsibility

The Company is not covered under section 135 of the companies Act 2013 and rules made thereunder.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

(x) Valuation of PP&E, intangible asset and investment property

There is no revaluation of PP & E, Intangible assets and investment Property.

(xi) Benami Property

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made therunder.

(xii) Financial Ratios

Ratio	Numerator (a)	Denominator (b)	MAR 31,2023	MAR 31,2022	Variance %
Current Ratio (in times)	Total current assets	Total current liabilities	3.19	4.66	-31%
Debt-Equity raio (in times)	Debt	Total equity	-	0.00	-100%
Debt service coverage ratio (in times)	Earning for debt service (i.e Net Profit after taxes + Non-cash operating expenses + other non-cash adjustment)	Debt service (i.e interest + principal repayment)	0	0	0%
Return on equity ratio (in %)	Profit for the year	Average total equity	-28%	-40%	-29%
Inventory turnover ratio (in times)	Revenue from operations	Average Inventory	0	0	0%
Trade receivables turnover ratio (in times)	Net credit sales	Average accounts receivables	12.71	7.80	63%
Trade payables turnover ratio (in times)	Net credit purchases	Average accounts payable	3.80	7.71	-51%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital	1.96	1.39	42%
Net profit ratio (in %)	Profit for the year	Revenue from operations	-28%	-37%	-25%
Return on capital employed (in %)	profit before tax and finance costs	Capital employed = Networth	-27%	-41%	-35%
Return on Investments (in %)	Income generated from invested funds	Average invested funds	-	-	-

The increase in revenue and resultant change in Profit & Loss has led to improvement in key ratio beyond 10%. Additionally the company repaid its borrowings.

37 Litigation

- a)** Company has filed a recovery suit of \$ 70K upon its Customer Payefx in USA and the customer has filed a counter suit of \$ 75K. The outcome is delayed and awaited .
- b)** Case filed by Company on Software One, its Vendor for Non Performance is pending with High Courts.
- c)** Case filed by Company on G Ravi's disputed claim/ of 12000 Shares is pending with court.

R S SOFTWARE (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE PERIOD ENDED MAR 31,2023

- 38
- There is no Impairment of assets during the period ended DEC 31,2022 under Ind AS 36.
- 39
- In respect of GST which are non cenvatable or non refundable the same amount is being charged to respective expense account.
- 40
- The Company has moved to a new Property on Lease w.ef from 01.10.2022 under agreement with WorKshala. The Treatment has been done in accordance with IndAs116
- 41
- The Company undertakes actuarial valuation of Leave & Gratuity at the end of the year
- 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 CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS
(Reg. no : 302137E)

Sd/-
CA NILIMA JOSHI
PARTNER,
M. No. 52122
DATED: April 25,2023
PLACE : Kolkata

Sd/-
V. SURANA
CFO & COMPANY
SECRETARY
Mem no:11559

Sd/-
R.RAMARAJ
DIRECTOR
DIN:00090279

ON BEHALF OF THE BOARD

Sd/-
R.R. JAIN
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00122942

3. PROPERTY PLANT & EQUIPMENT	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION & AMORTISATION				NET CARRYING AMOUNT	
	AS ON 1st of APR 22	ADDITIONS	DED/ADJ	AS AT MAR 31, 2023	AS ON 1st of APR 22	ADDITIONS	DED/ADJ	AS AT MAR 31, 2023	AS AT MAR 31, 2023	AS AT MAR 31, 2022
PARTICULARS										
LAND	9.68	0.00	0.00	9.68	0.00	0.00	0.00	0.00	9.68	9.68
BUILDING	105.37	0.00	0.00	105.37	24.56	4.09	0.00	28.65	76.72	80.81
PLANT & EQUIPMENT	492.06	45.44	0.00	537.50	472.21	10.53	0.00	482.73	54.77	19.85
OFFICE EQUIPMENT	52.20	0.00	0.00	52.20	49.69	0.84	0.00	50.53	1.67	2.51
AIR CONDITIONER	33.51	0.00	0.00	33.51	8.68	2.35	0.00	11.03	22.49	24.84
ELECTRICAL INSTALLATIONS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-0.00
FURNITURE & FITTINGS	90.53	0.00	0.00	90.53	72.34	5.11	0.00	77.45	13.08	18.20
MOTOR VEHICLES	16.14	0.00	0.00	16.14	15.70	0.00	0.00	15.70	0.44	0.44
TOTAL (I)	799.49	45.44	0.00	844.93	643.17	22.92	0.00	666.09	178.84	156.32
OTHER INTANGIBLE ASSETS										
SOFTWARE PRODUCT - EFRM	1162.51	0.00	0.00	1162.51	576.78	234.28	0.00	811.06	351.45	585.73
COMPUTER SOFTWARE	1039.95	0.00	0.00	1039.95	744.52	102.34	0.00	846.86	193.09	295.43
TOTAL (II)	2202.46	0.00	0.00	2202.46	1321.30	336.61	0.00	1657.92	544.54	881.16
TOTAL (I+II)	3001.95	45.44	0.00	3047.39	1964.48	359.54	0.00	2324.01	723.38	1037.48
Ammortisation of RIGHT TO USE ASSET						46.34				
PROPERTY PLANT & EQUIPMENT										
PARTICULARS	AS ON 1st of APR 21	ADDITIONS	DED/ADJ	AS AT MAR 31, 2022	AS ON 1st of APR 21	ADDITIONS	DED/ADJ	AS AT MAR 31, 2022	AS AT MAR 31, 2022	AS AT MAR 31, 2021
LAND	7.76	1.92	0.00	9.68	0.00	0.00	0.00	0.00	9.68	7.76
BUILDING	105.37	0.00	0.00	105.37	20.47	4.09	0.00	24.56	80.81	84.90
PLANT & EQUIPMENT	486.24	5.82	0.00	492.06	460.16	12.04	0.00	472.21	19.85	26.08
OFFICE EQUIPMENT	94.67	0.00	42.47	52.20	88.98	1.47	40.75	49.69	2.51	5.69
AIR CONDITIONER	124.67	0.00	91.16	33.51	34.21	7.67	33.21	8.68	24.84	90.46
ELECTRICAL INSTALLATIONS	64.55	0.00	64.55	0.00	60.71	0.70	61.41	0.00	(0.00)	3.84
FURNITURE & FITTINGS	160.70	0.00	70.16	90.53	124.41	10.67	62.75	72.34	18.20	36.28
MOTOR VEHICLES	16.14	0.00	0.00	16.14	15.70	0.00	0.00	15.70	0.44	0.44
TOTAL (I)	1060.10	7.74	268.34	799.49	804.65	36.65	198.12	643.17	156.32	255.45
OTHER INTANGIBLE ASSETS										
SOFTWARE PRODUCT - EFRM	1162.51	0.00	0.00	1162.51	342.50	234.28	0.00	576.78	585.73	820.01
COMPUTER SOFTWARE	1039.95	0.00	0.00	1039.95	595.33	149.20	0.00	744.52	295.43	444.62
TOTAL (II)	2202.46	0.00	0.00	2202.46	937.83	383.47	0.00	1321.30	881.16	1264.63
TOTAL (I+II)	3262.56	7.74	268.34	3001.95	1742.48	420.12	198.12	1964.48	1037.48	1520.08

1)Land includes Leasehold land amounting to Rs. 458,694/- from WBEIDC. The lease expires in year 2086. The yearly lease payments have been insignificant, hence the effect of adoption of IND AS -116 would be insignificant and lease has been carried on at its historical cost.

2)The Aggregate Depreciation has been included under depreciation and amortisation Expense in the statement of Profit and loss.

Annexure to Note no. 22 - Revenue from Operations

₹ in Lac

	PERIOD ENDED MAR 31,2023	PERIOD ENDED MAR 31,2022
Revenue disaggregations by nature of revenue:		
Software Development services	2,923.74	2,582.09
Sale of Third party hardware	88.93	170.26
	3,012.67	2,752.35
Revenue disaggregations by geography:		
India	2,517.62	1,617.58
USA	491.57	1,131.29
UK	-	-
Japan	3.48	3.48
SGP		
TOTAL	3,012.67	2,752.35
Revenue disaggregations by Sector:		
Government	2,517.62	1,617.58
Non Government	495.05	1,134.77
TOTAL	3,012.67	2,752.35

The company has one customer who represents more than 10% of its revenue during the period. 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.

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 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 (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 (Savings/current/cash Credit)	:	
Account Number (as appearing on the cheque book)	:	
RTGS/NEFT IFSC Code	:	
Ledger Folio No. (if any, as appearing on the cheque book)	:	
9-digit Code Number of the Bank and Branch (appearing on the MICR cheque issued by the Bank)	:	

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...../...../23

(
Signature of the First/Sole Shareholder

Place:

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 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.	IFSC (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...../..... /23

(

Signature of the First/Sole Shareholder

)

Place:

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