

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **R S SOFTWARE (INDIA) LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed thereof;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time as applicable;
 4. calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members / Security holders during the year- wherever applicable;
 6. advances / loans to its directors and/or persons or firms or companies referred in section 185 of the Act, as applicable.
 7. contracts / arrangements with related parties as specified in section 188 of the Act, as applicable.
 8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances as and when occurred- No such events during the year except few transmission cases;

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, wherever required;
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance to section 125 of the Act, as applicable.- The company has not declared or paid any dividend during the period under review.
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up of casual vacancies, if any and disclosures of the Directors, Key Managerial Personnel, as required and the remuneration paid to them;
13. reappointment of auditors as per the provisions of section 139 of the Act;
14. approvals to the extent required to be taken, if any, from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance / renewal/ repayment of deposits during the financial year, if any, as applicable;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, as applicable;
18. alteration of the provisions of the Articles of Association and Memorandum of Association of the Company - Not altered during the year;

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

Place : Kolkata
Date : 25th April 2023

Sd/-
[CS Sneha Khaitan]
Partner
ACS No.:A34458
C P No.:14929
UDIN :