

FCS/STX/107/ 2015

October 7, 2015

The Bombay Stock Exchange Ltd.,
Corporate Relationship Department,
P J Tower, Dalal Street,
Mumbai- 400001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400051

Dear Sir,

Sub.: - Corporate Governance Report for the Quarter ended on September 30, 2015.

Kindly find enclosed herewith Corporate Governance Report for the Quarter ended on September 30, 2015.

This is for your information and records.

Thanking You,
Yours faithfully,

For **FCS Software Solutions Limited**



Gagan Kaushik
(Company Secretary)

Encl.: - as above

C.C.:

1. NSDL
2. CDSL



Annexure - XI to the Listing Agreement

Compliance Report on Corporate Governance

Name of the Company: FCS Software Solutions Limited
Quarter ending on: 30th September, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N. A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	The Company's Board Consists of Six Directors on the Board Out of which Three Directors are Non executive independent directors.
(B) Independent Directors	49 (IIB)	Yes	The Company's Board Consists of Six Directors on the Board out of which Three Directors are Non executive independent directors and one Non Executive Director and one Executive Director.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Only Sitting fees are being paid to the Independent Directors. The required disclosure shall be made in the Annual Report
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Details shall be furnished in Annual Report
(E) Code of Conduct	49 (IIE)	Yes	Details shall be furnished in Annual Report
(F) Whistle Blower Policy	49 (IIF)	Yes	Details shall be furnished in Annual Report
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The Audit Committee Consists of three directors out of which two are Independent Non-executive directors and one is executive director. The Chairman of the Committee is an Independent Non-executive director, company secretary of the company act as the secretary of the committee.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Details shall be furnished in Annual Report
(C) Powers of Audit Committee	49 (IIIC)	Yes	Details shall be furnished in Annual Report



(D) Role of Audit Committee	49	(IIID)	Yes	Details shall be furnished in Annual Report
(E) Review of Information by Audit Committee	49	(IIIE)	Yes	Details shall be furnished in Annual Report
IV. Nomination and Remuneration Committee	49	(IV)	Yes	Details shall be furnished in Annual Report
V. Subsidiary Companies	49	(V)	Yes	Details shall be furnished in Annual Report
VI. Risk Management	49	(VI)	N.A	
VII. Related Party Transactions	49	(VII)	N.A	
VIII. Disclosures	49	(VIII)		
(A) Related party transactions	49	(VIII A)	Yes	Details shall be furnished in Annual Report
(B) Disclosure of Accounting Treatment	49	(VIII B)	Yes	Details shall be furnished in Annual Report
(C) Remuneration of Directors	49	(VIII C)	Yes	Details shall be furnished in Annual Report
(D) Management	49	(VIII D)	Yes	Details shall be furnished in Annual Report
(E) Shareholders	49	(VIII E)	Yes	Details shall be furnished in Annual Report
(F) Proceeds from public issues, rights issue, preferential issues, etc	49	(VIII F)	Yes	Details shall be furnished in Annual Report
IX. CEO/CFO Certification	49	(IX)	Yes	Shall be complied in the Annual Report
X. Report on Corporate Governance	49	(X)	Yes	Shall be complied in the Annual Report
XI. Compliance	49	(XI)	Yes	Shall be complied in the Annual Report

Date: 7th October, 2015
Place: Noida

For FCS Software Solutions Limited



Gagan Kaushik
(Company Secretary)

