

FCS/STX/107/ 2017

January 6, 2017

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.: - Compliance Report on Corporate Governance.

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I) for the quarter ended on 31st December, 2016.

This is for your information and records.

Thanking You,
Yours faithfully,

For **FCS Software Solutions Limited**


Harsha Sharma
(Company Secretary)



Encl: Annexure I



Annexure - I to the Listing Regulations

Compliance Report on Corporate Governance

Name of the Company: FCS Software Solutions Limited

Quarter ending on: 31st December, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Dalip Kumar	00103292 AQLPK4922 C	C&MD	05/05/1993	5	1	-	-
Mr.	Shiv Nandan Sharma	00336736 AOGPS4737 Q	NE-ID	08/05/2006	5	1	-	2
Mr.	Shayam Sunder sharma	00272803 ANWPS5445 E	NE-ID	08/12/2000	5	1	2	-
Mr.	Govinda Sahu	02528967 APLPS2273P	ED	26/09/2011	-	1	2	-
Ms.	Shweta Shatsri	06480421 DHXPS1202 K	NE-ID	24/09/2014	5	1	1	-
Mr.	Sunil Sharma	05359128 BHAPS5188 K	ED	13/08/2016	-	1	-	-

Harsh



II. Composition of Committees



Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&
1. Audit Committee	Mr. Shiv Nandan Sharma	Chairperson - Independent Director
	Mr. Shayam Sunder Sharma	Independent Director
	Mr. Govinda Sahu	Executive Director
	Ms. Shweta Shatsri	Non Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. Shiv Nandan Sharma	Non Executive - Independent Director
	Mr. Shayam Sunder Sharma	Non Executive - Independent Director
	Ms. Shweta Shatsri	Non Executive - Independent Director
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee'	Mr. Shiv Nandan Sharma	Non Executive - Independent Director
	Mr. Shayam Sunder Sharma	Non Executive - Independent Director
	Mr. Govinda Sahu	Executive Director
<p>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>		

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13 th August, 2016, 26 th August, 2016, 9 th September, 2016 & 14 th September, 2016	14 th December, 2016	90 Days




IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14 th December, 2016	Yes, the following Directors were present: 1. Mr. Shayam Sunder Sharma 2. Mr. Govinda Sahu 3. Ms. Shweta Shatsri	13 th August, 2016, 26 th August, 2016, 9 th September, 2016 & 14 th September, 2016	90 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

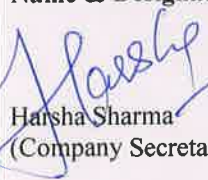
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - First Report. This will be placed at the ensuing Board Meeting.

Name & Designation


Harsha Sharma
(Company Secretary)

