

FCS/STX/121/ 2019

May 29, 2019

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,

Subject: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for financial year ended March 31, 2019.

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report duly issued by Harsh Oberoi, Practising Company Secretary, for the financial year ended March 31, 2019.

Please take the same on record.

Thanking You,
Yours faithfully,

For FCS Software Solutions Limited

FCS Software Solutions Ltd.


Company Secretary
Harsha Sharma
(Company Secretary)
Membership No.: A33548

Encl.: As above

enterprise interfaces
collaborative platforms
business processes



**SECRETARIAL COMPLIANCE REPORT OF FCS SOFTWARE SOLUTIONS LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2019**

To

FCS SOFTWARE SOLUTIONS LIMITED

Registered office: 205, 2nd Floor, Agrawal Chamber IV, 27,
Near Sawarker Block, Vikas Marg,
Shakerpur, Delhi DL 110092

We have examined:

- (a) all the documents and records made available to us and explanation provided by **FCS SOFTWARE SOLUTIONS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended as on 31.03.2019 ("Review Period") in respect of compliance with the provisions of: -

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **(Not Applicable to the Company during the Audit Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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FCS Software Solutions Ltd.



OBEROI & ASSOCIATES, Company Secretaries

Address : G-31, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034, India

+011 49707472, +91 8930138515

Email : info@oberoiassociates.com, oberoi.pcs@gmail.com, **Website :** www.oberoiassociates.com

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **(Not Applicable to the Company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (hereinafter referred as "Insider Trading Regulation").
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
- (j) Securities and Exchange Board of India (Depositaries and Participants) Regulations, 2018 up to the extent it is applicable upon the Company.

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder: -

Sr. No	Compliance Requirement (Regulations/ circulars guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Nil	Nil	Nil

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

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FCS Software Solutions Ltd.


Company Secretary



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OBEROI & ASSOCIATES

(Company Secretaries)

- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued.

For OBEROI & ASSOCIATES,

Company Secretaries;

Harsh Oberoi

Practicing Company Secretary

ACS No.: 42165

CP No.: 17834



Date: 29.05.2019

Place: New Delhi

FCS Software Solutions Ltd.

Company Secretary