

FCS/STX/107

6<sup>th</sup> April, 2018

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,

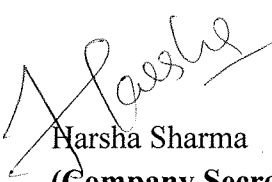
**Sub.: - Compliance Report on Corporate Governance.**

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 & Annexure II) for the quarter and year ended on March 31, 2018.

This is for your information and records.

Thanking You,  
Yours faithfully,

For **FCS Software Solutions Limited**

  
Harsha Sharma  
(Company Secretary)



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**Annexure - I to the Listing Agreement**  
**Compliance Report on Corporate Governance**

Name of the Company: FCS Software Solutions Limited  
Quarter ending on: 31<sup>st</sup> March, 2018

| 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<br><br>(Refer Regulation 25(1) of Listing Regulations ) | Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity<br><br>(Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity<br><br>(Refer Regulation 26(1) of Listing Regulations ) |
| Mr.                                  | Dalip Kumar          | 00103292<br>AQLPK4922C | C&MD   | 05/05/1993  | 5      | 1   | -  | -   |
| Mr.                                  | Shiv Nandan Sharma   | 00336736<br>AOGPS4737Q | NE-ID  | 24/09/2014  | 5      | 1   | 2  | 2   |
| Mr.                                  | Shayam Sunder Sharma | 00272803<br>ANWPS5445E | NE-ID  | 24/09/2014  | 5      | 1   | 2  | -   |
| Ms.                                  | Shweta Shatsri       | 06480421<br>DHXPS1202K | NE-ID  | 24/09/2014  | 5      | 1   | 1  | -   |
| Mr.                                  | Sunil Sharma         | 05359128<br>BHAPS5188K | ED   | 22/09/2016  | -      | 1   | -  | -   |

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**II. Composition of Committees**

| Name of Committee  | Name of Committee Members | Category<br>(Chairperson/Executive/Non-Executive/independent/Nominee)* |
|--|---------------------------|--|
| <b>1. Audit Committee</b>  | Mr. Shiv Nandan Sharma    | Independent Director   |
|  | Mr. Shayam Sunder Sharma  | Independent Director   |
|  | Ms. Shweta Shatsri        | Independent Director   |
| <b>2. Nomination &amp; Remuneration Committee</b>  | Mr. Shiv Nandan Sharma    | Non Executive - Independent Director                                   |
|  | Mr. Shayam Sunder Sharma  | Non Executive - Independent Director                                   |
|  | Ms. Shweta Shatsri        | Non Executive - Independent Director                                   |
| <b>3. Risk Management Committee(if applicable)</b>   | NA                        | NA   |
| <b>4. Stakeholders Relationship Committee'</b>   | Mr. Shiv Nandan Sharma    | Non Executive - Independent Director                                   |
|  | Mr. Shayam Sunder Sharma  | Non Executive - Independent Director                                   |
| *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. |                           |  |

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| 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) |
| 12 <sup>th</sup> October, 2017 and 14 <sup>th</sup> November, 2017 | February 14, 2018 and March 28, 2018                | 91 Days   |

| IV. Meeting of Committees (Audit Committee)   |   |   |   |
|---|---|---|---|
| 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 <sup>th</sup> February, 2018   | Yes-quorum was met                          | 14 <sup>th</sup> November, 2017                             | 91 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  |
| <p><b>Note</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> |   |

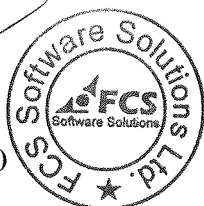
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**VI. Affirmations**

- 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 this report will be placed at the ensuing Board Meeting.

  
Harsha Sharma  
(Company Secretary)




**Annexure – II to the Listing Agreement**  
**Compliance Report on Corporate Governance**

**Name of the Company:** FCS Software Solutions Limited  
**Quarter ending on:** 31<sup>st</sup> March, 2018


| <b>I. Disclosure on website in terms of Listing Regulations</b>   |  |  |
|---|--|--|
| <b>Item</b>   | <b>Compliance status</b><br>(Yes/No/NA) refer note |  |
| Details of business   | YES  |  |
| Terms and conditions of appointment of independent directors  | YES  |  |
| Composition of various committees of board of directors   | YES  |  |
| Code of conduct of board of directors and senior management personnel   | YES  |  |
| Details of establishment of vigil mechanism/ Whistle Blower policy  | YES  |  |
| Criteria of making payments to non-executive directors  | YES  |  |
| Policy on dealing with related party transactions   | YES  |  |
| Policy for determining 'material' subsidiaries  | YES  |  |
| Details of familiarization programmes imparted to independent directors   | YES  |  |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | YES  |  |
| email address for grievance redressal and other relevant details  | YES  |  |
| Financial results   | YES  |  |
| Shareholding pattern  | YES  |  |
| Details of agreements entered into with the media companies and/or their associates   | N.A.   |  |
| New name and the old name of the listed entity  | N.A.   |  |
| <b>II Annual Affirmations</b>   |  |  |
| <b>Particulars</b>  | <b>Regulation Number</b>                           | <b>Compliance status</b><br>(Yes/No/NA) refer note below |
| Independent director(s) have been appointed in terms of specified criteria of   | 16(1)(b) & 25(6)                                   | YES  |
| Board composition   | 17(1)  | YES  |
| Meeting of Board of directors   | 17(2)  | YES  |
| Review of Compliance Reports  | 17(3)  | YES  |
| Plans for orderly succession for appointments   | 17(4)  | YES  |
| Code of Conduct   | 17(5)  | YES  |
| Fees/compensation   | 17(6)  | YES  |
| Minimum Information   | 17(7)  | YES  |
| Compliance Certificate  | 17(8)  | YES  |
| Risk Assessment & Management  | 17(9)  | N.A.   |
| Performance Evaluation of Independent Directors   | 17(10)   | YES  |
| Composition of Audit Committee  | 18(1)  | YES  |
| Meeting of Audit Committee  | 18(2)  | YES  |

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|  |                         |      |
|--|-------------------------|------|
| Composition of nomination & remuneration committee   | 19(1) & (2)             | YES  |
| Composition of Stakeholder Relationship Committee  | 20(1) & (2)             | YES  |
| Composition and role of risk management committee  | 21(1),(2),(3),(4)       | N.A. |
| Vigil Mechanism  | 22                      | YES  |
| Policy for related party Transaction   | 23(1),(5),(6),(7) & (8) | N.A. |
| Prior or Omnibus approval of Audit Committee for all related party transactions  | 23(2), (3)              | N.A. |
| Approval for material related party transactions   | 23(4)                   | N.A. |
| Composition of Board of Directors of unlisted material Subsidiary  | 24(1)                   | N.A. |
| Other Corporate Governance requirements with respect to subsidiary of listed entity  | 24(2),(3),(4),(5) & (6) | YES  |
| Maximum Directorship & Tenure  | 25(1) & (2)             | YES  |
| Meeting of independent directors   | 25(3) & (4)             | YES  |
| Familiarization of independent directors   | 25(7)                   | YES  |
| Memberships in Committees  | 26(1)                   | YES  |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel  | 26(3)                   | YES  |
| Disclosure of Shareholding by Non-Executive Directors  | 26(4)                   | YES  |
| Policy with respect to Obligations of directors and senior management  | 26(2) & 26(5)           | YES  |
| <b>Note</b>  |                         |      |
| <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> |                         |      |

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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

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Marsha Sharma  
Company Secretary

