

**FCS/STX/2024**

**April 16<sup>th</sup>, 2024**

To,  
The Dept of Corporate Services  
The Bombay Stock Exchange Limited  
27th Floor, P.J. Towers, Dalal Street,  
Mumbai - 400 001

National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 001

Dear Sir/Madam,

**Sub: Compliance Report on Corporate Governance for the quarter ended on March 31, 2024.**

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 in (Annexure I, Annexure II & Annexure IV) for the quarter and financial year ended on March 31, 2024.


This is for your kind information and records.

Thanking you,

Yours faithfully,

For **FCS Software Solutions Limited**

**FCS Software Solutions Ltd.**

  
Harsha Sharma **Company Secretary**  
(Company Secretary)  
Membership No. – A33548

enterprise interfaces

collaborative platforms

business processes

**FCS Software Solutions Limited**

Regd. off : 205, 2nd Floor, Aggarwal Chamber IV, 27, Veer Sawarkar Block, Vikas Marg, Shakerpur, Delhi 110 092

Tel: +91-011-42418371, www.fcsltd.com

Corporate Office: Plot No. 83, NSEZ, Noida Phase II, Noida-201305, Tel: 0120-4635900 Fax: 0120-4635941

Email id: investors@fcsltd.com website:- www.fcsltd.com

Noida Office: A-86, Sector-57, Noida-201301, India, Tel: 0120-3061100, Fax No-0120-3061111

Plot No. 1A, Sector-73, Noida-201301

Chandigarh Office: Plot -J-7, Rajiv Gandhi Chandigarh Technology Park, Kishan Garh Chandigarh-160101

Panchkula Office: Plot No.-11, HSIIDC Park, Sector-22, Panchkula, Haryana -134109

Gurugram Office: Plot No-54, EHTP, Sector-34, Gurugram-122004



### General information about company

Script code	532666
NSE Symbol	FCSSOFT
MSEI Symbol	NOTLISTED
ISIN	INE512B01022
Name of the entity	FCS Software Solutions Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**FCS Software Solutions Ltd.**

  
Company Secretary

1. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Whether the listed entity has a Regular Chairperson		Whether the listed entity has a Regular Chairperson to previous quarter		Whether Chairperson is related to MD or CEO		Disqualification of Directors under section 164 of the Companies Act, 2013																		
Yes		Yes		Yes																						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start date of disqualification	End date of disqualification	Details of disqualification	Current status	Whether passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directors including this entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors including this listed entity (with reference to provision 17A(1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee (including this listed entity) (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee (including this listed entity) (Refer Regulation 26(1) of Listing Regulations)	Reason for not providing PAN	Notes for not providing DIN	
1	Mr.	Dalip Kumar	AQLFK4922	00103292	Executive Director	Chairperson	MD	21-12-1951	No				Active	NA		05-05-1993	01-04-2000		60.00	1	0	0	0			
2	Mr.	Shayam Sunder Sharma	ANWWP5544	00272803	Non-Executive Independent Director	Not Applicable		27-11-1958	No				Active	Yes	13-11-2019	08-12-2000	13-11-2019		60.00	2	1	2	2			
3	Ms	Archana Sharma	EMVPS1253	08300527	Non-Executive Independent Director	Not Applicable		01-08-1968	No				Active	Yes	03-08-2022	06-05-2022	03-08-2022		60.00	1	1	2	0			
4	Mr.	Brijesh Singh Bhadouriya	AADP87523	00489983	Non-Executive Independent Director	Not Applicable		04-05-1964	No				Active	Yes	03-08-2022	07-07-2022	03-08-2022		60.00	1	1	2	0			
5	Mr	Neelam Sharma	CGEP56404	10291133	Executive Independent Director	Not Applicable		01-08-1969	No				Active	Yes	29-08-2023	28-09-2023			60.00	1	0	0	0			
6	Mr	Arvind Sachdev	ARVPS8733	10280805	Executive Director	Not Applicable		03-04-1976	No				Active	NA		29-08-2023			60.00	1	0	1	0			

FCS Software Solutions Ltd.

Company Secretary

**Annexure 1**  
**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

Yes

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	002722803	Shayam Sunder Sharma	Non-Executive - Independent Director	Chairperson	14-08-2019	
2	08300527	Archana Sharma	Non-Executive - Independent Director	Member	06-05-2022	
3	00489983	Brijesh Singh Bhadauriya	Non-Executive - Independent Director	Member	07-07-2022	
4	10280805	Ravinder Sachdeva	Executive Director	Member	29-08-2023	

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	002722803	Shayam Sunder Sharma	Non-Executive - Independent Director	Chairperson	14-08-2019	
2	08300527	Archana Sharma	Non-Executive - Independent Director	Member	06-05-2022	
3	00489983	Brijesh Singh Bhadauriya	Non-Executive - Independent Director	Member	07-07-2022	

FCS Software Solutions Ltd.

  
Company Secretary

## Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes	Date of Appointment	Date of Cessation
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00272803	Shayam Sunder Sharma	Non-Executive - Independent Director	Chairperson	14-08-2019	
2	08300527	Archana Sharma	Non-Executive - Independent Director	Member	06-05-2022	
3	00489983	Brijesh Singh Bhadauriya	Non-Executive - Independent Director	Member	07-07-2022	

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes	Date of Appointment	Date of Cessation
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00272803	Shayam Sunder Sharma	Non-Executive - Independent Director	Chairperson	13-08-2014	
2	08300527	Archana Sharma	Non-Executive - Independent Director	Member	06-05-2022	
3	10280805	Ravinder Sachdeva	Executive Director	Member	29-08-2023	

  
**FCS Software Solutions Ltd.**  
 Company Secretary

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory									
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	
1		29-11-2023			Yes	6	3	3	
2		09-02-2024	71		Yes	6	4	3	

**FCS Software Solutions Ltd.**  
  
 Company Secretary

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	07-11-2023				Yes	4	3	3	0
2	Audit Committee	09-02-2024	93			Yes	4	4	3	0
3	Stakeholders Relationship Committee	09-02-2024				Yes	3	3	3	0
4	Corporate Social Responsibility Committee	09-02-2024				Yes	3	3	2	0

  
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 Company Secretary

**Details of Cyber security incidence**

<b>Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter</b>		<b>No</b>
<b>Other details of cyber security incidence or breaches or loss of data event</b>		
<b>Number of cyber security incidence or breaches or loss of data event occurred during the quarter</b>		
<b>Sr.</b>	<b>Date of the event</b>	<b>Brief details of the event</b>

**FCS Software Solutions Ltd.**  
  
**Company Secretary**



**Annexure 1**

<b>V. Related Party Transactions</b>			
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
<b>Disclosure of notes on related party transactions</b>			
<b>Disclosure of notes of material transaction with related party</b>			

**FCS Software Solutions Ltd.**  
  
 Company Secretary

## Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	

## Annexure 1

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory   FCS Software Solutions Ltd. Company Secretary	Harsha Sharma Company Secretary and Compliance Officer
2	Designation	

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**1. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://fcs ltd.com/">https://fcs ltd.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://fcs ltd.com/investors/independent-directors">https://fcs ltd.com/investors/independent-directors</a>
3	Composition of various committees of board of directors	Yes		<a href="https://fcs ltd.com/investors/board-composition">https://fcs ltd.com/investors/board-composition</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://fcs ltd.com/investors/policies">https://fcs ltd.com/investors/policies</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://fcs ltd.com/investors/policies">https://fcs ltd.com/investors/policies</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://fcs ltd.com/investors/annual-report">https://fcs ltd.com/investors/annual-report</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://fcs ltd.com/investors/policies">https://fcs ltd.com/investors/policies</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://fcs ltd.com/investors/policies">https://fcs ltd.com/investors/policies</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://fcs ltd.com/investors/policies">https://fcs ltd.com/investors/policies</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://fcs ltd.com/investors/investors-contact-info">https://fcs ltd.com/investors/investors-contact-info</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://fcs ltd.com/investors/investors-contact-info">https://fcs ltd.com/investors/investors-contact-info</a>
12	Financial results	Yes		<a href="https://fcs ltd.com/investors/financial-results">https://fcs ltd.com/investors/financial-results</a>

  
 Company Secretary

13	Shareholding pattern		Yes	<a href="https://fcsitd.com/investors/shareholding-pattern">https://fcsitd.com/investors/shareholding-pattern</a>
14	Details of agreements entered into with the media companies and/or their associates		NA	<a href="https://fcsitd.com/">https://fcsitd.com/</a>
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		Yes	
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls		NA	
16	New name and the old name of the listed entity		NA	<a href="https://fcsitd.com/investors/newspaper-publication">https://fcsitd.com/investors/newspaper-publication</a>
17	Advertisements as per regulation 47 (1)		Yes	
18	Credit rating or revision in credit rating obtained		NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year		Yes	<a href="https://fcsitd.com/investors/annual-report">https://fcsitd.com/investors/annual-report</a>
20	Secretarial Compliance Report		Yes	<a href="https://fcsitd.com/investors/sec_compliance">https://fcsitd.com/investors/sec_compliance</a>
21	Materiality Policy as per Regulation 30 (4)		Yes	<a href="https://fcsitd.com/investors/policies">https://fcsitd.com/investors/policies</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)		Yes	<a href="https://fcsitd.com/investors/policies">https://fcsitd.com/investors/policies</a>
23	Disclosures under regulation 30(8)		Yes	<a href="https://fcsitd.com/investors/odr-disclosures">https://fcsitd.com/investors/odr-disclosures</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32		NA	
25	Dividend Distribution policy as per Regulation 43A(1)		NA	
26	Annual return as provided under section 92 of the Companies Act, 2013		Yes	<a href="https://fcsitd.com/reports/Returns/Annual_Return">https://fcsitd.com/reports/Returns/Annual_Return</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)		Yes	<a href="https://fcsitd.com/">https://fcsitd.com/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating		Yes	<a href="https://fcsitd.com/">https://fcsitd.com/</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

FCS Software Solutions Ltd.

  
Company Secretary

## Annexure II

## II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

FCS Software Solutions Ltd.

Company Secretary

23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
26	Meeting of Risk Management Committee	21(3A)	NA
27	Quorum of Risk Management Committee meeting	21(3B)	NA
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	NA
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	NA
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

Any other information to be provided

FQS Software Solutions Ltd.




Company Secretary

Annexure II		
1	Name of signatory	HARSHA SHARMA
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II		
1	Name of signatory	HARSHA SHARMA
2	Name of signatory	Company Secretary and Compliance Officer
	Designation	
Additional Half yearly Disclosure FCS Software Solutions Ltd.		
Applicability of disclosure		Not Applicable

  
 Company Secretary

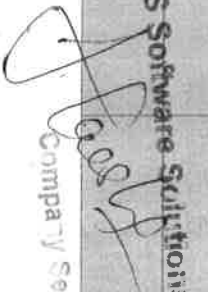
Reason for Non Applicability

**1. Disclosure of Loans/ guarantees/ comfort letters / securities etc. refer note below**

<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>		<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
<b>Entity</b>			
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			

  
**FCS Software Solutions Ltd.**  
 Company Secretary



KMPS or any other entity controlled by them

(D) Additional Information

**II. Affirmations**

**Affirmations**

**Compliance Status**

**Company Remarks**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name

Designation

Place

Date

**Signatory Details**

Name of signatory	HARSHA SHARMA
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	16-04-2024

**FCS Software Solutions Ltd.**

*Harsha*  
Company Secretary