

FCS/STX/2022

28th May, 2022

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, 2022.

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 Neeraj Arora, Practising Company Secretary, for the financial year ended March 31, 2022.

Please take the same on record.

Thanking You,
Yours faithfully,

For FCS Software Solutions Limited
FCS Software Solutions Ltd.

Harsha Sharma
Company Secretary

Harsha Sharma
(Company Secretary)
Membership No.: A33548

Encl.: As above



NEERAJ ARORA & ASSOCIATES

COMPANY SECRETARIES

B-19/B, Somdutt Chambers – 1, Bldg. No. 5

Bhikaji Cama Place, New Delhi - 110 066

M.: 9034793369, Tel.: (011) 4653 8651

Email Id: csneerajarora@gmail.com; neerajarora.pes@gmail.com

Annual Secretarial Compliance Report of FCS Software Solutions Limited for the year ended 31st March, 2022

To

The Board of Directors

FCS Software Solutions Limited

205, 2nd Floor, Agrawal Chamber IV,

27, Near Sawarker Block, Vikas Marg, Shakerpur, Delhi - 110092

I, Neeraj Arora, Proprietor of M/s. Neeraj Arora & Associates, Practising Company Secretaries, have examined:

- a) all the documents and records made available to me and explanation provided by FCS Software Solutions Limited (CIN - L72100DL1993PLC179154) ("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 **31st March, 2022** ("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 review period)



- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the review period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and Circulars /guidelines issued there under ;

and based on the above examination and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the Covid 19 Pandemic, I 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 except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.		NONE	

- 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 my examination of those records.
- c) The following are the details of 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 thereunder:

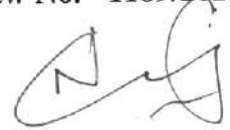


Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ remarks of the of the Practicing Company Secretary, if any
1.			NONE	

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **There was no observation made in previous report for year ended March 31, 2021.**

I further report that there was no event of resignation of statutory auditors of the Company during the review period. In this regard, I report that the Company has complied with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**For Neeraj Arora & Associates
Company Secretaries
Peer Review No. - 1189/2021**



**Neeraj Arora
Proprietor**

**FCS No.- 10781; CP No.- 16186
UDIN - F010781D000403976**



**New Delhi
May 27, 2022**