

FCS/STX/107/2017

October 09, 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 and III) for the quarter and half year ended on September 30, 2017.

This is for your information and records.

Thanking You,
Yours faithfully,

For **FCS Software Solutions Limited**

FCS Software Solutions Ltd.


Harsha Sharma **Company Secretary**
(Company Secretary)

Encl: Annexure I & III

Annexure - I

Compliance Report on Corporate Governance

Name of the Company: FCS Software Solutions Limited
Quarter ending on: September 30, 2017

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 AQLPK4922C	C&MD	05/05/1993	5	1	-	-
Mr.	Shiv Nandan Sharma	00336736 AOGPS4737Q	NE-ID	24/09/2014	5	1	1	2
Mr.	Shayam Sunder Sharma	00272803 ANWPS5445E	NE-ID	24/09/2014	5	1	2	-
Mr.	Govinda Sahu*	02528967 APLPS2273P	ED	26/09/2011 to 20/09/2017	-	0	2	-
Ms.	Shweta Shatsri	06480421 DHXPS1202K	NE-ID	24/09/2014	5	1	1	-
Mr.	Sunil Sharma	05359128 BHAPS5188K	ED	22/09/2016	-	1	-	-

*Mr. Govinda Sahu has vacated the office of Director as he has been disqualified from directorship of the Company under section 164(2) of Companies Act, 2013 as per the list of disqualified directors published by MCA.

FCS Software Solutions Ltd.

(Signature)
Company Secretary

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	Member-Independent Director
	Mr. Govinda Sahu**	Member-Executive Director
	Ms. Shweta Shatsri	Member-Independent Director
2. Nomination & Remuneration Committee	Mr. Shiv Nandan Sharma	Chairman - Non Executive - Independent Director
	Mr. Shayam Sunder Sharma	Member-Non Executive - Independent Director
	Ms. Shweta Shatsri	Member-Non Executive - Independent Director
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee'	Mr. Shiv Nandan Sharma	Chairman - Non Executive - Independent Director
	Mr. Shayam Sunder Sharma	Member-Non Executive - Independent Director
	Mr. Govinda Sahu*	Member-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 ** Mr. Govinda Sahu has vacated the office of Director as he has been disqualified from directorship of the Company under section 164(2) of Companies Act,2013 as per the list of disqualified directors published by MCA.</p>		

FCS Software Solutions Ltd.

[Signature]
Company Secretary

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)
30 th May, 2017	2 nd August, 2017, 11 th August, 2017, 25 th August, 2017 and 28 th , August 2017	63 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*
2 nd August, 2017, 11 th August, 2017 and 25 th August, 2017	Yes-quorum was met	30 th May, 2017	63 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

- 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.
- If status is "No" details of non-compliance may be given here.

FCS Software Solutions Ltd.

M. J. ...

Company Secretary

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.

FCS Software Solutions Ltd.

Harsha Sharma
Harsha Sharma Company Secretary
(Company Secretary)

ANNEXURE III

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	YES
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	YES
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	YES
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	YES
<p>Note</p> <ol style="list-style-type: none"> 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. If status is "No" details of non-compliance may be given here. If the Listed Entity would like to provide any other information the same may be indicated here. 		
<p>Name & Designation</p> <p>FCS Software Solutions Ltd.</p> <p><i>Harsha Sharma</i> Harsha Sharma Company Secretary Company Secretary</p>		