

**FCS/STX/107/ 2018**

**October 05, 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,

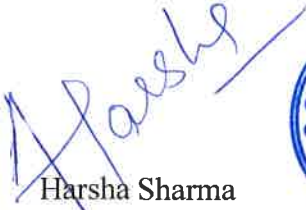
**Subject: Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2018.**

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) for the quarter and half year ended on September 30, 2018.

This is for your information and records.

Thanking You,  
Yours faithfully,

For **FCS Software Solutions Limited**



Harsha Sharma  
(Company Secretary)  
Membership No.: A33548



**Annexure - I to the Listing Agreement**

**Compliance Report on Corporate Governance**

Name of the Company: FCS Software Solutions Limited  
Quarter and half year ending on: 30<sup>th</sup> September, 2018

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairpersons/ 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	01/04/2015	5	1	-	-
Mr.	Shiv Nandan Sharma	00336736 AOGPS4737Q	NE-ID	24/09/2014	5	1	2	-
Mr.	Shayam Sunder Sharma	00272803 ANWPS5445E	NE-ID	24/09/2014	5	1	2	1
Ms.	Shweta Shatsri	06480421 DHXPS1202K	NE-ID	24/09/2014	5	1	1	-
Mr.	Sunil Sharma	05359128 BHAPS5188K	ED	25/09/2018	Retirement by rotation	1	1	-
Mr.	Mahendra Pratap Singh	08201381 ABUPS9319M	NE	25/09/2018	Retirement by rotation	1	-	-



## 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	Independent Director
	Mr. Shayam Sunder Sharma	Chairperson & Independent Director
	Ms. Shweta Shatsri	Independent Director
	Mr. Sunil Sharma	Executive Director
2. Nomination & Remuneration Committee	Mr. Shiv Nandan Sharma	Non Executive - Independent Director
	Mr. Shayam Sunder Sharma	Non Executive - Independent Director
	Ms. Shweta Shatsri	Non Executive - Independent Director
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee	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.		

## 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)
1. 24 <sup>th</sup> April, 2018 2. 29 <sup>th</sup> May, 2018	1. 27 <sup>th</sup> July, 2018 2. 14 <sup>th</sup> August, 2018 3. 24 <sup>th</sup> August, 2018	58 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*
1. 27 <sup>th</sup> July, 2018 2. 14 <sup>th</sup> August, 2018 3. 24 <sup>th</sup> August, 2018	Yes-quorum was met	1. 24 <sup>th</sup> April, 2018 2. 29 <sup>th</sup> May, 2018	58 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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

<b>VI. Affirmations</b>	
<ol style="list-style-type: none"> <li>1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> </ol> </li> <li>1. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. 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.</li> <li>3. 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.</li> </ol>	
  <p>Harsha Sharma (Company Secretary) Membership No.- A33548</p>	

## Annexure 3

Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-

