

FCS/STX/06/ 2020

January 9, 2020

To. National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai- 400051

Dear Sir/ Madam,

Subject: Clarification - Corporate Governance Report submitted under SEBI (LODR) Regulations, 2015.

This is with reference to your letter no. NSE/LISTCOMP/17707 dated January 8, 2020 for Clarification required on Corporate Governance Report submitted by the Company to the Exchange for the quarter ended on December 31, 2019.

We hereby provide following clarifications as follows:

1. Provisions pertaining to Board Composition (Regulation 17)

Reason: Half of the board is not Independent (From Oct 27, 2019 to Nov 13, 2019)

Clarification: After resignation of Mr. Shiv Nandan Sharma, Independent director, the composition of the Board of directors of the company fall below the requirement limit of composition of Board as per Regulation 17 of SEBI (LODR) Regulations, 2015.

After his resignation from the Board, the company was continuously in search of deserving candidate in his place for position of Independent Director on our Board. The company has conducted various interviews for selecting deserving candidate in his place while the company was able to find the same in November month. The company has shortlisted Mr. Raj Kumar Manikpuri and decided to appoint him on Board on 14th November, 2019.

We deeply apologize for delay in proper composition of Board as per Regulation 17 of SEBI (LODR) Regulations, 2015.

2. Provisions pertaining to Stakeholders Relationship Committee Composition (Regulation 20)

Reason: Number of member is less than three

After resignation of Mr. Shiv Nandan Sharma, independent director, the composition of the Stakeholder Relationship Committee of the company fall below the





requirement limit of composition of Board as per Regulation 20 of SEBI (LODR) Regulations, 2015.

The Board immediately after appointment of Mr. Raj Kumar Manikpuri, Independent director as on 14/11/2019, reconstituted its stakeholder committee by appointing Mr. Raj kumar Manikpuri as member of the committee. The composition of re-constituted committee are as follows:

- Mr. Shayam Sunder Sharma Non Executive Independent Director
- Mr. Mahendra Pratap Singh Non Executive Director
- Mr. Raj Kumar Manikpuri Non Executive Independent Director

We missed to mention his name in Corporate Governance report submitted to you. We are therefore submitting the revised Corporate Governance Report which is attached herewith for your reference and records.

Please update the same in your records.

Thanking You, Yours faithfully,

For FCS Software Solutions Limited

FCS Software Solutions Ltd.

Company Secretary

Harsha Sharma

(Company Secretary)

Membership No.: A33548



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Annexure - I to the Listing Agreement

Compliance Report on Corporate Governance

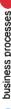
Name of the Company: FCS Software Solutions Limited

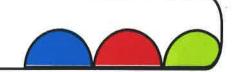
Quarter ending on: 31st December, 2019

		II.	Compositi	ion oi Ro	ard of Direct	tors		
Name of the Director	PAN & DIN	Catego ry (Chairp erson/ Executi ve/ Non- Executi ve/ Indepe ndent/ Nomine e)	Date of appointme nt in the current term/cessa tion	Tenu re	No. of Directors hip in listed entities including this listed entity (in reference to Regulatio n 17A(1))	No of Independen t Directorshi p in listed entities including this listed entity fin reference to proviso to regulation 17A(1)	Number of Membership s 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)
Dalip Kumar	00103292 AQLPK4922C	C&MD	01/04/2015	(#)	1	<u>-</u>	2	(#
Shayam Sunder Sharma	00272803 ANWPS5445E	NE-ID	24/09/2019	5	1	1	2	2
Shweta Shatsri	06480421 DHXPS1202K	NE-ID	24/09/2019	5	1	1	1	7 9 7
Sunil Sharma	05359128 BHAPS5188K	ED	13/11/2019	151	1	0	1	æ
Mahendr a Pratap Singh	08201381 ABUPS9319M	NE	25/09/2018	(9)	1	0	1	
Raj Kumar Manikpu ri	08614902 AIIPM1150H	ID	14/11/2019	3 4 9	1	1	-	(#)
	Whether Regular chairperson appointed : Yes Whether Chairperson is related to managing director or CEO: Yes							
	Dalip Kumar Shayam Sunder Sharma Shweta Shatsri Sunil Sharma Mahendr a Pratap Singh Raj Kumar Manikpu ri	Dalip Kumar Shayam Sunder Sharma O0272803 ANWPS5445E Shweta Shatsri O6480421 DHXPS1202K Sunil Sharma BHAPS5188K Mahendr a Pratap Singh Raj Kumar Manikpu ri Whether Regulan	the Director Chairperson/Executive/Non-Executive/Independent/Nomine e) C&MD	Dalip	Ty (Chairperson)	Try Chairperson Executi Ve/ Independent Nomine Nomin	the Director ry (Chairp erson/ Executi ve/ Non- Executi ve/ Independent/ Nomine e) appointment in the current term/cessa tion re ni in the current term/cessa tion Directors hip in listed entities including this listed entities including this listed entity (in reference to Regulatio n 17A(I)) Dalip Kumar 00103292 AQLPK4922C C&MD 01/04/2015 - 1 - Shayam Sunder Sharma 00272803 ANWPS5445E NE-ID 24/09/2019 5 1 1 Shweta Shatsri 06480421 DHXPS1202K NE-ID 24/09/2019 5 1 1 Sunil Sharma 08359128 BHAPS5188K ED 13/11/2019 - 1 0 Mahendra Pratap Singh 08614902 AIPM150H ri ID 14/11/2019 - 1 1 Whether Regular chairperson appointed: Yes	The Director Preson Pres

FCS Software Solutions Ltd.

Company Secretary





II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non- Executive/independent/Nominee)*		
	Mr. Shayam Sunder Sharma	Chairperson & Non Executive - Independent Director		
1. Audit Committee	Ms. Shweta Shatsri	Non Executive - Independent Director		
	Mr. Sunil Sharma	Executive Director		
	Mr. Shayam Sunder Sharma	Chairperson & Non Executive - Independent Director		
2. Nomination & Remuneration Committee	Mr. Mahendra Pratap Singh	Non - Executive Director		
Committee	Ms. Shweta Shatsri	Non Executive - Independent Director		
3. Risk Management Committee(if applicable)	NA	NA		
4. Stakeholders Relationship Committee	Mr. Shayam Sunder Sharma	Non Executive - Independent Director		
	Mr. Mahendra Pratap Singh	Non - Executive Director		
	Mr. Raj Kumar Manikpuri	Non Executive - Independent Director		
5. Corporate Social Responsibility Committee	Mr. Shayam Sunder Sharma	Non Executive - Independent Director		
	Mr. Mahendra Pratap Singh	Non – Executive Director		
	Mr. Sunil Sharma	Executive Director		

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)			
14 th August, 2019 20 th September, 2019	14 th October, 2019 14 th November, 2019	23 Days 30 Days			

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	IV.	it	tees	v —			
Name of Committee	Date(s) of meeting of the committee in the		Whether requirement of	Date(s) of meeting of the committee in the	Maximum gap between any two consecutive meetings in		
	relevant	quarter	Quorum met (details)	previous quarter	number of days*		
Audit Committee	14 th August, 2019		Yes-quorum was met	14 th October, 2019 14 th November, 2019	60 Days 30 Days		

FCS Software Solutions Ltd.

company Secretary

Nomination & Remuneration Committee	20th September, 2019	Yes-quorum was met	14 th October, 2019 14 th November, 2019	23 Days 30 Days
V.	Related Party Transacti		Compliance status (Yes/No/NA)re	fer note below

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		

VI. Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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
- 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.
- 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.
- 3. This report and/or the report submitted in the previous quarter have 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.

FCS Software Solutions Ltd.

Company Secretary

Harsha Sharma

(Company Secretary)

Membership No.- A33548