

FCS/STX/2021

January 8, 2021

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 December 31, 2020.

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) for the quarter ended on December 31, 2020.

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)
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

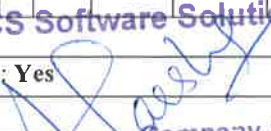


Annexure I to the Listing Agreement

Compliance Report on Corporate Governance

- 1. Name of the Company:** FCS Software Solutions Limited
- 2. Quarter ended on:** 31st December, 2020

I. Composition of Board of Directors

Tit le (M r / M s)	Name of the Directo r	PANs & DIN	Category (Chairper son/ Executive / Non- Executive / Independ ent/ Nominee)	Initial Date of Appoint ment	Date of Re- appo intm ent	D a t e (in m o n t h s)	T e n u r e (in m o n t h s)	Date of Birt h	No. Of direct orship in listed entitie s includ ing this listed entity [in refere nce to Regul ation 17A(1)]	No of Indepen t Direct ors hip in listed entitie s includ ing this listed entity [in refere nce to provis o to regula tion 17A(1)]	Number of member ships in Audit/ Stakehol der Commit tee(s) includ ing this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)	No. of Post of Chairpe rson in Audit/ Stakeho lder committ ee held in listed entities includ ing this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)
Mr	Dalip Kumar	AQLPK4922C 00103292	C&MD	05/05/19 93	01/04 /2020	-	60	21/12 /1961	1	-	-	-
Mr	Shayam Sunder Sharma	ANWPS5445 E 00272803	NE-ID	08/12/20 00	13/11 /2019	-	60	27/11 /1958	1	1	2	2
Ms	Shweta Shatsri	DHXPS1202K 06480421	NE-ID	24/09/20 14	13/11 /2019	-	60	08/02 /1980	1	1	1	-
Mr	Sunil Sharma	BHAPS5188K 05359128	ED	13/08/20 16	13/11 /2019	-	-	10/05 /1975	1	-	1	-
Mr	Mahend ra Pratap Singh	ABUPS9319 M 08201381	NED	14/08/20 18	25/09 /2018	-	-	15/12 /1961	1	-	1	-
Mr	Raj Kumar Manikp uri	AIIPM1150H 08614902	ID	14/11/20 19	14/11 /2019	-	60	16/08 /1969	1	1	1	-
Whether Regular Chairperson appointed: Yes												
Whether Chairperson is related to managing director or CEO: Yes												
 Company Secretary												

FCS Software Solutions Ltd.

Company Secretary

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II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	14/08/2019	
		Ms. Shweta Shatsri	Non-Executive - Independent Director	29/05/2018	
		Mr. Sunil Sharma	Executive Director	29/05/2018	
2. Nomination & Remuneration Committee	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	14/08/2019	
		Ms. Shweta Shatsri	Non-Executive - Independent Director	13/08/2016	
		Mr. Raj Kumar Manikpuri	Non-Executive - Independent Director	13/02/2020	
3. Risk Management Committee (if applicable)	NA	NA	NA	NA	
4. Stakeholder Relationship Committee	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	14/08/2019	
		Mr. Mahendra Pratap Singh	Non-Executive Director	11/02/2019	
		Mr. Raj Kumar Manikpuri	Non-Executive - Independent Director	14/11/2019	
5. Corporate Social Responsibility Committee	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	13/08/2014	
		Mr. Mahendra Pratap Singh	Non-Executive Director	11/02/2019	
		Mr. Sunil Sharma	Executive Director	11/02/2019	

FCS Software Solutions Ltd.


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	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
29th July, 2020	11th November, 2020	Yes	4	2	56 Days
4th September, 2020		Yes	3	1	36 Days
15th September, 2020		Yes	3	1	10 Days
IV. Meetings of Committees					
Audit Committee					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
29th July, 2020	11th November, 2020	Yes	3	2	56 Days
4th September, 2020		Yes	3	2	36 Days
15th September, 2020		Yes	3	2	10 Days
Nomination & Remuneration Committee					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
4th September, 2020	-	Yes	2	2	-
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA)		
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 the Audit Committee			NA		

FCS Software Solutions Ltd.



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 have been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. First this report will be placed at ensuing Board meeting.

For FCS Software Solutions Limited
FCS Software Solutions Ltd.

 Company Secretary

Harsha Sharma
(Company Secretary)
Membership No. A33548