

FCS/28/2020

July 13, 2020

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 June 30, 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 June 30, 2020.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For FCS Software Solutions Limited


Harsha Sharma
(Company Secretary)
Membership No. - A33548



enterprise interfaces



collaborative platforms



business processes



FCS Software Solutions Limited

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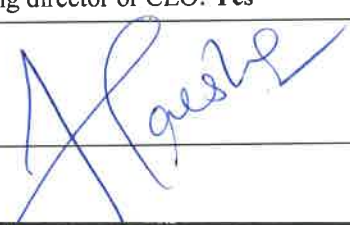



Annexure I to the Listing Agreement

Compliance Report on Corporate Governance

- 1. Name of the Company:** FCS Software Solutions Limited
- 2. Quarter ended on:** 30th June, 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 o f C e s s a t i o n	T e r m (in m o n t h s)	D a t e o f B i r t h	No. O f d i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N u m b e r o f m e m b e r s h i p s i n A u d i t / S t a k e h o l d e r C o m m i t t e e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o. o f P o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y
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	AIPM1150H 08614902	ID	14/11/20 19	-	-	-	16/08 /1969	1	1	1	-
Whether Regular Chairperson appointed: Yes												
Whether Chairperson is related to managing director or CEO: Yes												
 												

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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	29/05/2018	
		Ms. Shweta Shatsri	Non-Executive - Independent Director	29/05/2018	
		Mr. Sunil Sharma	Executive Director	25/09/2018	
2. Nomination & Remuneration Committee	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	13/08/2016	
		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	24/09/2014	
		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	13/08/2016	
		Mr. Mahendra Pratap Singh	Non-Executive Director	11/02/2019	
		Mr. Sunil Sharma	Executive Director	11/02/2019	

Sharma



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)
13 th February, 2020	-	-	-	-	-
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)
13 th February, 2020	-	-	-	-	-
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)
13 th February, 2020	-	-	-	-	-

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
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	

J. Parsh



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



Harsha Sharma
(Company Secretary)
Membership No. A33548