

**FCS/20/2020**

**May 11, 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 and financial year ended on March 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 & Annexure II) for the quarter and financial year ended on March 31, 2020.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For **FCS Software Solutions Limited**

**FCS Software Solutions Ltd.**



**Company Secretary**

Harsha Sharma  
(Company Secretary)  
Membership No. – A33548

enterprise interfaces

collaborative platforms

business processes



**Annexure - I to the Listing Agreement**

**Compliance Report on Corporate Governance**

1. Name of the Company: FCS Software Solutions Limited

2. Quarter & Financial year ending on: 31<sup>st</sup> March, 2020

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Director's Tenure (in months)	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A(1)]	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	AQLPK4922C 00103292	C&MD	05/05/1993	01/04/2020	- 60	21/12/1961	1	-	-	-
Mr.	Shayam Sunder Sharma	ANWPS5445E 00272803	NE-ID	08/12/2000	13/11/2019	- 60	27/11/1958	1	1	2	2
Ms.	Shweta Shatsri	DHXP51202K 06480421	NE-ID	24/09/2014	13/11/2019	- 60	08/02/1980	1	1	1	-
Mr.	Sunil Sharma	BHAPS5188K 05359128	ED	13/08/2016	13/11/2019	- -	10/05/1975	1	-	1	-
Mr.	Mahendra Pratap Singh	ABUPS9319M 08201381	NED	14/08/2018	25/09/2018	- -	15/12/1961	1	-	1	-
Mr.	Raj Kumar Manikpuri	AIIPM1150H 08614902	ID	14/11/2019	-	- -	16/08/1969	1	1	1	-
Whether Regular Chairperson appointed: Yes											
Whether Chairperson is related to managing director or CEO: Yes											

FCS Software Solutions Ltd.

Company Secretary

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.fcsitd.com

Corporate office:- Plot No. 83, NSEZ, Noida Phase II, Noida-201305, Tel: 0120-4635900 Fax: 0120-4635941

Email id: investors@fcsitd.com website:- www.fcsitd.com

Noida Office: A-66, Sector-57, Noida-201301, India, Tel: 0120-3061100, Fax No-0120-3061111



<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/ Non-Executive/Independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>1. Audit Committee</b>	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	
<b>2. Nomination &amp; Remuneration Committee</b>	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	13/08/2016	
		Ms. Shweta Shatsri	Non-Executive - Independent Director	13/08/2016	
		Mr. Mahendra Pratap Singh	Non-Executive Director	20/09/2019	13/02/2020
		Mr. Raj Kumar Manikpuri	Non-Executive - Independent Director	13/02/2020	
<b>3. Risk Management Committee (if applicable)</b>	NA	NA	NA	NA	
<b>4. Stakeholder Relationship Committee</b>	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	
<b>5. Corporate Social Responsibility Committee</b>	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	

**FCS Software Solutions Ltd.**



**Company Secretary**

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive (in number of days )</b>
14 <sup>th</sup> October, 2019 14 <sup>th</sup> November, 2019	13 <sup>th</sup> February, 2020	Yes	3	2	90 days

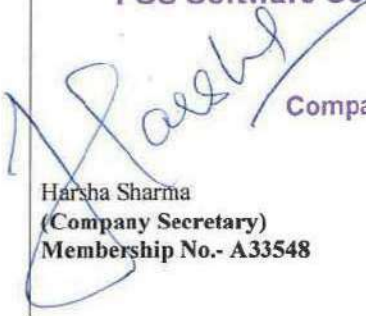
<b>IV. Meetings of Committees</b>					
<b>Audit Committee</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive (in number of days )</b>
14 <sup>th</sup> October, 2019 14 <sup>th</sup> November, 2019	13 <sup>th</sup> February, 2020	Yes	2	1	90 days
<b>Nomination &amp; Remuneration Committee</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive (in number of days )</b>
14 <sup>th</sup> October, 2019 14 <sup>th</sup> November, 2019	13 <sup>th</sup> February, 2020	Yes	2	2	90 days

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA

**FCS Software Solutions Ltd.**




**Company Secretary**

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the 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>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.</li> <li>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.</li> <li>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 the ensuing Board Meeting.</li> </ol>	
<p style="text-align: center;"><b>FCS Software Solutions Ltd.</b></p>  <p style="text-align: center;"><b>Company Secretary</b></p> <p>Harsha Sharma  (Company Secretary)  Membership No.- A33548</p>	

## ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Web Address</b>
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	<a href="https://fcsltd.com/">https://fcsltd.com/</a>
Terms and conditions of appointment of independent directors	Yes	<a href="https://fcsltd.com/investors/independent-directors">https://fcsltd.com/investors/independent-directors</a>
Composition of various committees of board of directors	Yes	<a href="https://fcsltd.com/investors/board-composition">https://fcsltd.com/investors/board-composition</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="https://fcsltd.com/investors/policies">https://fcsltd.com/investors/policies</a>
Details of establishment of vigil mechanism/Whistle blower policy	Yes	<a href="https://fcsltd.com/investors/policies">https://fcsltd.com/investors/policies</a>
Criteria of making payments to non-executive directors	Yes	Disclosed in Annual Report of financial year 2018-19, link of the same is <a href="https://fcsltd.com/investors/annual-report">https://fcsltd.com/investors/annual-report</a> . The same will also be disclosed in Annual Report of financial year 2019-20
Policy on dealing with related party transactions	Yes	<a href="https://fcsltd.com/investors/policies">https://fcsltd.com/investors/policies</a>
Policy for determining 'material' subsidiaries	Yes	<a href="https://fcsltd.com/investors/policies">https://fcsltd.com/investors/policies</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="https://fcsltd.com/investors/policies">https://fcsltd.com/investors/policies</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://fcsltd.com/investors/investors-contact-info">https://fcsltd.com/investors/investors-contact-info</a>
Email address for grievance redressal and other relevant details	Yes	<a href="https://fcsltd.com/investors/investors-contact-info">https://fcsltd.com/investors/investors-contact-info</a>
Financial results	Yes	<a href="https://fcsltd.com/investors/financials-2">https://fcsltd.com/investors/financials-2</a>
Shareholding pattern	Yes	<a href="https://fcsltd.com/investors/shareholding-pattern">https://fcsltd.com/investors/shareholding-pattern</a>

Details of agreements entered into with the media companies and/or their associates	NA		
New name and the old name of the listed entity	NA		
<b>II. Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Reasons</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of Risk Management Committee	21(1),(2),(3), (4)	NA	
Vigil Mechanism	22	Yes	
Policy for related party transaction	23(1),(5),(6), (7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	NA	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	

Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
<b>III. Affirmations:</b>	<b>Compliance status (Yes/No/NA)</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes		
<b>For FCS Software Solutions Limited</b>			
<p><b>FCS Software Solutions Ltd.</b></p>  <p><b>Company Secretary</b></p> <p><b>Harsha Sharma</b> (Company Secretary) M.No. : A33548</p>			