

**FCS/STX/2020**

**October 8, 2020**

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 on September 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 & Annexure III) for the quarter and half year ended on September 30, 2020.

This is for your information and records.

Thanking You,  
Yours faithfully,

For **FCS Software Solutions Limited**

**FCS Software Solutions Ltd.**

*Harsha*  
**Harsha Sharma** **Company Secretary**

**(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 & half year ending on: 30<sup>th</sup> September, 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	Age (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 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	AQLPK4922C00103292	C&MD	05/05/1993	01/04/2020	60	21/12/1961	1	-	-	-
Mr.	Shyam Sunder Sharma	ANWPS5445E00272803	NE-ID	08/12/2000	13/11/2019	60	27/11/1958	1	1	2	2
Ms.	Shweta Shatsri	DHXPS1202K06480421	NE-ID	24/09/2014	13/11/2019	60	08/02/1980	1	1	1	-
Mr.	Sunil Sharma	BHAPS5188K05359128	ED	13/08/2016	13/11/2019	-	10/05/1975	1	-	1	-
Mr.	Mahendra Pratap Singh	ABUPS9319M08201381	NED	14/08/2018	25/09/2018	-	15/12/1961	1	-	1	-
Mr.	Raj Kumar Manikpuri	AIIPM1150H08614902	ID	14/11/2019	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											

  
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 Company Secretary

business processes  
 collaborative platforms  
 enterprise interfaces




<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. 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	

  
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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 4th September, 2020 15th September, 2020	Yes	3	2	164 Days 38 Days 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 4th September, 2020 15th September, 2020	Yes	2	1	164 Days 38 Days 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	203 Days

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	NA

  
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omnibus approval have been reviewed by the Audit Committee

**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.**

**Harsha Sharma Company Secretary**

**(Company Secretary)**

**Membership No. A33548**

### Annexure - III

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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**FCS Software Solutions Ltd.**

Harsha Sharma

**Company Secretary**

(Company Secretary)

Membership No.- A33548