

**FCS/STX/2022**

**January 12, 2022**

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, 2021.**

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, 2021.

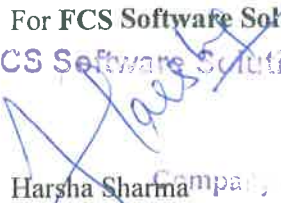
This is for your kind information and records.

Thanking you,

Yours faithfully,

For FCS Software Solutions Limited

**FCS Software Solutions Ltd.**

  
Harsha Sharma, 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

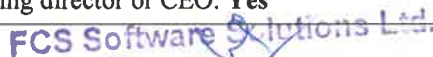



**Annexure I to the Listing Agreement**

**Compliance Report on Corporate Governance**


1. Name of the Company: FCS Software Solutions Limited
2. Quarter and half year ended on: 31<sup>st</sup> December, 2021

**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 Directors 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.	Shayam Sunder Sharma	ANWPS5445E00272803	NE-ID	08/12/2000	13/11/2019	60	27/11/1958	2	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	29/09/2021	-	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	AIPM1150H08614902	ID	14/11/2019	14/11/2019	60	16/08/1969	1	1	1	-
Whether Regular Chairperson appointed: <b>Yes</b>											
Whether Chairperson is related to managing director or CEO: <b>Yes</b>											
  <b>Company Secretary</b>											

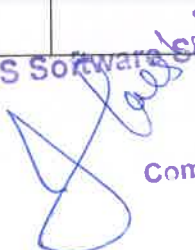


<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>1. Audit Committee</b>	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	14/08/2019	
		Ms. Shweta Shatsri	Non-Executive - Independent Director	29/05/2018	
		Mr. Sunil Sharma	Executive Director	29/05/2018	
<b>2. Nomination &amp; Remuneration Committee</b>	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	
<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	14/08/2019	
		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	13/08/2014	
		Mr. Mahendra Pratap Singh	Non-Executive Director	11/02/2019	
		Mr. Sunil Sharma	Executive Director	11/02/2019	

FCS Software Solutions Ltd.  
  
 Company Secretary

<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 (Other than Independent Director)</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive (in number of days )</b>
13 <sup>th</sup> August, 2021	12 <sup>th</sup> November, 2021	Yes	2	2	68 Days
3 <sup>rd</sup> September, 2021					
<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 (Other than Independent Director)</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive (in number of days )</b>
13 <sup>th</sup> August, 2021	12 <sup>th</sup> November, 2021	Yes	1	2	68 Days
3 <sup>rd</sup> September, 2021					
<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 (Other than Independent Director)</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive (in number of days )</b>
3 <sup>rd</sup> September, 2021	--				
<b>V. Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status (Yes/No/NA)</b>		
Whether prior approval of audit committee obtained			Yes		
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			Yes		

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