

July 09, 2021

FCS/STX/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 June 30, 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 June 30, 2021.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For **FCS Software Solutions Limited**
Software Solutions Ltd.


Company Secretary
Harsha Sharma
(Company Secretary)
Membership No. – A33548



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, 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	Date of Cessation	Term (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 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	05/05/19 93	01/04 /2020	-	60	21/12 /1961	1	-	-	-
Mr.	Shayam Sunder Sharma	ANWPS5445E 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	BHAPSS188K 05359128	ED	13/08/20 16	13/11 /2019	-	-	10/05 /1975	1	-	1	-
Mr.	Mahendra Pratap Singh	ABUPS9319M 08201381	NED	14/08/20 18	25/09 /2018	-	-	15/12 /1961	1	-	1	-
Mr.	Raj Kumar Manikpuri	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**

FCS Software Solutions Ltd.

(Signature)
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)
10 th February, 2021	29 th June, 2021	Yes	3	1	90 Days
30 th March, 2021		Yes	3	1	47 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)
10 th February, 2021	29 th June, 2021	Yes	3	2	137 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)
10 th February, 2021	-	Yes	2	2	158 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 omnibus approval have been reviewed by the Audit Committee			NA		
VI. Affirmations					

FCS Software Solutions Ltd.

Company Secretary

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

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