

FCS/STX/2023

January 18, 2023

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, 2022.**

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, 2022.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For FCS Software Solutions Limited

**HARSHA**

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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: 31<sup>st</sup> December, 2022

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	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	2	1	2	2
Ms.	Archana Sharma	EMYPS1253K 08300527	NE-ID	06/05/2022	03/08/2022	-	60	01/08/1968	1	1	2	-
Mr.	Sunil Sharma	BHAPS5188K 05359128	ED	13/08/2016	29/09/2021	-	-	10/05/1975	1	-	1	-
Mr.	Mahendra Pratap Singh	ABUPS9319M 08201381	NED	14/08/2018	25/09/2018	-	-	15/12/1961	1	-	-	-

Mr	Brijesh Singh Bhadauriya	AADPB7523L00489983	NE-ID	07/07/2022	03/08/2022	-	60	04/05/1964	1	1	2	-
Whether Regular Chairperson appointed: <b>Yes</b>												
Whether Chairperson is related to managing director or CEO: <b>Yes</b>												
<b>II. Composition of Committees</b>												
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation							
<b>1. Audit Committee</b>	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	14/08/2019								
		Ms. Archana Sharma	Non-Executive - Independent Director	06/05/2022								
		Mr. Sunil Sharma	Executive Director	29/05/2018								
		Mr. Brijesh Singh Bhadauriya	Non-Executive - Independent Director	07/07/2022								
<b>2. Nomination &amp; Remuneration Committee</b>	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	14/08/2019								
		Ms. Archana Sharma	Non-Executive - Independent Director	06/05/2022								
		Mr. Brijesh Singh Bhadauriya	Non-Executive - Independent Director	07/07/2022								
<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								
		Ms. Archana Sharma	Non-Executive - Independent Director	06/05/2022								
		Mr. Brijesh Singh Bhadauriya	Non-Executive - Independent Director	07/07/2022								
<b>5. Corporate Social Responsibility Committee</b>	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	13/08/2014								

		Ms. Archana Sharma	Non-Executive - Independent Director	06/05/2022	
		Mr. Sunil Sharma	Executive Director	11/02/2019	

## II. 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 (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
7 <sup>th</sup> July, 2022	14 <sup>th</sup> November, 2022	Yes	1	3	94 Days
12 <sup>th</sup> August, 2022					

## 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 (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
7 <sup>th</sup> July, 2022	14 <sup>th</sup> November, 2022	Yes	0	3	94 Days
12 <sup>th</sup> August, 2022					

### 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 (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
7 <sup>th</sup> July, 2022	-	-	-	-	-

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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

## 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

**HARSH**  
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Digitally signed by HARSHA  
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Harsha Sharma  
(Company Secretary)  
Membership No. A33548