

FCS/STX/2022

April 19, 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 and financial year ended on March 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, Annexure II & Annexure IV) for the quarter and financial year ended on March 31, 2022.


This is for your kind information and records.

Thanking you,

Yours faithfully,

For **FCS Software Solutions Limited**

FCS Software Solutions Ltd.


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

Plot No. 1A, Sector-73, Noida-201301

Chandigarh Office: Plot –J-7, Rajiv Gandhi Chandigarh Technology Park, Kishan Garh Chandigarh-160101

Panchkula Office: Plot No.-11, HSIIDC Park, Sector-22, Panchkula, Haryana -134109

Gurugram Office: Plot No-54, EHTP, Sector-34, Gurugram-122004



Annexure I to the Listing Agreement

Compliance Report on Corporate Governance

1. Name of the Company: FCS Software Solutions Limited

2. Quarter ended on: 31st March, 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	Director since	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 Directors in listed entities including this listed entity [in reference to provision 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this 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.	Shweta Shatsri	DHXPS1202K 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	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	-	1	-
Whether Regular Chairperson appointed: Yes												
Whether Chairperson is related to managing director or CEO: Yes												

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FCS Software Solutions Ltd.
Company Secretary

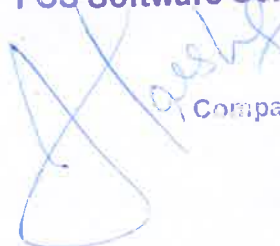
II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent 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. Mahendra Pratap Singh	Non-Executive Director	11/02/2022	
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	
		Ms. Shweta Shastri	Non-Executive - Independent Director	11/02/2022	
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	

ACS Software Solutions Ltd.

 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 (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
12 th November, 2021	11 th February, 2022	Yes	2	2	90 Days
	24 th March, 2022	Yes	2	1	40 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 (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
12 th November, 2021	11 th February, 2022	Yes	1	2	90 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 (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
-	--				
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					

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.
Harsha
Company Secretary

Harsha Sharma
(Company Secretary)
Membership No. A33548


ANNEXURE II

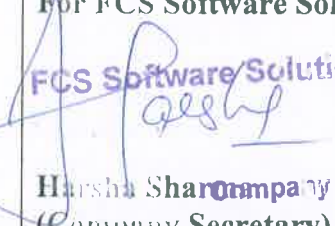
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	Web Address
As per regulation 46(2) of the LODR:		
Details of business	Yes	https://fcsltd.com/
Terms and conditions of appointment of independent directors	Yes	https://fcsltd.com/investors/independent-directors
Composition of various committees of board of directors	Yes	https://fcsltd.com/investors/board-composition
Code of conduct of board of directors and senior management personnel	Yes	https://fcsltd.com/investors/policies
Details of establishment of vigil mechanism/Whistle blower policy	Yes	https://fcsltd.com/investors/policies
Criteria of making payments to non-executive directors	Yes	Disclosed in Annual Report of financial year 2020-21, link of the same is https://fcsltd.com/investors/annual-report
Policy on dealing with related party transactions	Yes	https://fcsltd.com/investors/policies
Policy for determining 'material' subsidiaries	Yes	https://fcsltd.com/investors/policies
Details of familiarization programmes imparted to independent directors	Yes	https://fcsltd.com/investors/policies
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://fcsltd.com/investors/investors-contact-info
Email address for grievance redressal and other relevant details	Yes	https://fcsltd.com/investors/investors-contact-info
Financial results	Yes	https://fcsltd.com/investors/financials-2
Shareholding pattern	Yes	https://fcsltd.com/investors/shareholding-pattern
Details of agreements entered into with the media companies and/or their	NA	

FCS Software Solutions Ltd.

Company Secretary

associates			
New name and the old name of the listed entity	NA		
II. Annual Affirmations			
Particulars	Regulation number	Compliance status (Yes/No/NA)	Reasons
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	
Quorum of Board Meeting	17(2A)	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	
Quorum of Nomination & Remuneration Committee	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Meeting of Stakeholder Relationship Committee	20(3A)	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	


 Company Secretary

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	
III. Affirmations:	Compliance status (Yes/No/NA)		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes		
For FCS Software Solutions Limited  FCS Software Solutions Ltd. Harsha Sharma Company Secretary (Company Secretary) M.No. : A33548			