

FCS/STX/2022

October 11, 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 September 30, 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 1) for the quarter ended on September 30, 2022.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For FCS Software Solutions Limited FCS Software Solutions

Company Secretary

Harsha Sharma

(Company Secretary)

Membership No. - A33548

business processes 🛑 collaborative platforms 🧪 enterprise interfaces





Annexure I to the Listing Agreement

Compliance Report on Corporate Governance

Name of the Company: FCS Software Solutions Limited
 Quarter ended on: 30th September, 2022

							an l	D. I	B.I.	No. I	Number	No. of
Titl Mr / Ms)	Name of the Directo r	PANS & DIN	Category (Chairper son/ Executive / Non- Executive / Independ ent/ Nominee)	Initial Date of Appoin tment	Date of Re-appo intm ent	Date of Cess ation	Tenure (innonnth hs)	Date of Birth	No. Of direc torsh ip in listed entiti es inclu ding this listed entit y in refer ence to Regu latio n 17A(1)	No of Inde pen dent Dire ctor s hip in liste d entit ies incl udin g this liste d entit y [in refe renc e to prov iso to regulatio n 17A (1)]	Number of member ships in Audit/ Stakehol der Commit tee(s) includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)	No. of Post of Chairpe rson in Audit/ Stakeho lder 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	•	6		Ĭ	-	*	
Mr.	Shayam Sunder Sharma	ANWPS5445 E 00272803	NE-ID	08/12/20 00	/2019	*	6 0	1958	2	1	2	2
Ms.	Archana	EMYPS1253K 08300527	NE-ID	06/05/20 22	/2022		6	1968	1	1		•
Mr.	Sunil Sharma	BHAPS5188K 05359128	ED	13/08/20 16	29/09 /2021		-	10/05/	1	149	1	-
Mr.	Mahend ra Pratap Singh	ABUPS9319 M 08201381	NED	14/08/20 18	25/09 /2018		109	15/12/ 1961	1	2		-

Лr	Brijesh Singh Bhadaur iya	AADPB7523L 00489983	2		03/08 /2022		6 0	04/05/ 1964	1		2	*		
Vhet Vhet	her Regula	ar Chairperson person is relate	appointed: Yes	director	or CEO	: Yes	e le							
		ion of Commit	Name of		Categor	rv			Date of		Date	of Cessation		
Name of Committee		Whether Regular chairpers	Committee members	Committee		(Chairperson/Executive/N on- Executive/Independent/N ominee)				Appointment				
l. Audit Committee		Yes	Mr. Shaya	Ir. Shayam under Sharma Chairperson & Non- Executive-Independent Director		14/08/2	2019							
			Ms. Archa	Ms. Archana Sharma		Non-Executive - Independent Director				2022				
			Mr. Sunil	Mr. Sunil Sharma			Executive Director							
			Mr. Brijes Singh		Non-Executive - Independent Director		07/07/	2022						
Ren	omination nuneratio nmittee		Bhadauriy Mr. Shaya Sunder Sh	am	Chairperson & Non- Executive-Independent Director			14/08/	/2019					
			Ms. Arch Sharma	Ms. Archana Sharma		Non-Executive - Independent Director				/2022				
		-		Mr. Mahendra Pratap Singh Mr. Brijesh Singh Bhadauriya			Non-Executive Director Non-Executive - Independent Director				07/0	7/2022		
			Mr. Brije Singh											
Ma Co	Risk inagemen mmittee (plicable)		NA	j te	NA				NA					
4. Stakeholder Relationship Committee			Mr. Shay Sunder S	Shayam Chair der Sharma Execu Direc		rperson & Non- cutive-Independent ctor		14/0	8/2019					
			Ms. Arc Sharma	Ms. Archana Sharma Mr. Mahendra Pratap Singh		Non-Executive - Independent Director			06/0	5/2022				
						Non-Executive Director				2/2019	07	/07/2022		
			Mr. Brij Singh Bhadau	jesh		-Execu penden			07/0	7/2022				

. Corporate ocial tesponsibility	Yes	Mr. Shayam Sunder Sharma		Chairperson & Non- Executive-Independent Director		13/08/2014					
Committee			Ms. Archana Sharma		cecutive - ndent Director	06/05/2022					
	Mr. S Sharr			Execut	ive Director	11/02/2019					
II. Meeting of Bo	pard of Direc		1100								
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	betwo two (in	(in number of days			
6 th May, 2022					2	2	38 Days				
30 th May, 2022 12 th August, 2022		t,	Yes		2	2 36		6 Days			
previous quarter 30th May, 2022 7th July, Nomination & Remunerate Date(s) of Meeting (if any) in the relevant quarter The July, Memorial Date(s) Meeting (if any) in the		tion Committee of of Whether requires the Quorum		ment of	Number of Directors Present (Other than	Number of independent directors present		(in number of days) 38 Days Maximum gap between any two consecutives			
previous quarter	relevant quarter				Independent Director)			(in number of day) 62 Days			
6 th May, 2022	7 th July, 2	2022	Yes		1	2		UZ Days			
V. Related Pa	rty Transac	tions				tus (Vos/No/N	<u> </u>				
Subject						atus (Yes/No/N	*)				
Whether prior a					Yes						
Whether sharel	nolder approv	al obta	ined for mat		NA Yes						

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
 - 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

Harsha Sharma (Company Secretary) Membership No. A33548