

FCS/STX/2023

July 13, 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 June 30, 2023.

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, 2023.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For FCS Software Solutions Limited

Harsha Sharma (Company Secretary) Membership No. - A33548

FCS Software Solutione Limited

Regd. off: 205, 2nd Floor, Aggarwal Chamber IV, 27, Veer Sawarker 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@fcsttd.com website:- www.fcsttd.com Nolda Offica: 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, HStIDC 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: 30th June, 2023

Titl	Name	PANS & DIN	Category	Initial	Date	Date	T	Dota	No	Nio	Number	I Ma
Titl e (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-appointm ent	Date of Cess ation	Tenure (in months)	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 regu latio 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 Chai rper: on in Audi / Stake holde r com mitte e held in listed entiti (Refe r Regu latior 26(1) of Listi ng Regu latior
Mr.	Dalip Kumar	AQLPK4922C 00103292	C&MD	05/05/19 93	01/04 /2020	Get.	6	21/12/ 1961	1		(A.E.)	s)
Mr.	Shayam Sunder Sharma	ANWPS5445 E 00272803	NE-ID	08/12/20 00	13/11 /2019	1075	6 0	27/11/ 1958	2	1	2	2
VIs.	Archana Sharma	EMYPS1253K 08300527	NE-ID	06/05/20 22	03/08 /2022		6	01/08/ 1968	1	1	2	

Мг	Sunil Sharma	BHAPS5188K 05359128	ED	13/08/20 16	29/09 /2021	is a r U	-	10/05/ 1975	1	•	1	=
Mr.	Mahend ra Pratap Singh	ABUPS9319 M 08201381	NED	14/08/20 18	25/09 /2018		-	15/12/ 1961	1	æ	-	3
Mr	Brijesh Singh Bhadaur iya	AADPB7523L 00489983	NE-ID	07/07/20 22	03/08 /2022		6	04/05/ 1964	1	1	2	я

Whether Regular Chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: Yes

II. Composition	of Committees
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Name of Committee	Whether Regular chairperso n appointed	Name of Committee members	Category (Chairperson/Executive/N on- Executive/Independent/N ominee)	Date of Appointment	Date of Cessation
1. Audit Committee	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	
2.Nomination & Remuneration Committee	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	
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	
		Ms. Archana Sharma	Non-Executive - Independent Director	06/05/2022	

		Singl	Brijesh h lauriya		Executive - endent Director	07/07/2022	
5. Corporate Social Responsibility Committee	Yes Mr.				person & Non- utive-Independent tor	13/08/2014	
Committee		Ms. Archana Sharma		Non-Executive - Independent Director		06/05/2022	
		Mr. Shar		Exec	utive Director	11/02/2019	
II. Meeting of B	oard of Direct	ors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Whether requireme Quorum n		Number of Directors Present (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
13 th February, 2023	29 th May, 20	023	Yes		2	3	105 Days
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Whether requireme Quorum n		Number of Directors Present (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
13 th February,2023	29 th May,20)23	Yes		1	3	105 Days
Nomination & Re		Comm					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Whether requireme Quorum r		Number of Directors Present (Other than Independent Director)	Number of independent directors present	Maximum gap between any two consecutive (in number of days)

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

- 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
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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