

FCS/STX/2024

July 08, 2024

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, 2024.**


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, 2024.

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)  
Membership No. – A33548

Company Secretary

enterprise interfaces

collaborative platforms

business processes



**General information about company**

Script code	532666
NSE Symbol	FCSSOFT
MSEI Symbol	NOTLISTED
ISIN	INE512B01022
Name of the entity	FCS Software Solutions Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**FCS Software Solutions Ltd.**  
*[Signature]*  
**Company Secretary**

1. Composition of Board of Directors

Disclosure of notes on composition of board of directors		Whether the listed entity has a Regular Chairperson		Whether Chairperson is related to MD or CEO		Disqualification of Directors under section 164 of the Companies Act, 2013																					
Is there any change in information of board of directors compare to previous quarter		Yes		Yes																							
Sr	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether director is disqualified	Star Date of disqualification	End Date of disqualification	Date of disqualification	Current status	Whether passed? (Refer Reg-17(LA) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities	No of Independent Directorship in listed entities including this listed entity [with reference to provision regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee & this listed entity (Refer Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in listed entities & this listed entity (Refer Listing Regulations)	Reason for cessation	Not for provision of PAN	Notes for not providing DIN		
1	Mr. Dalip Kumar	AQLPK4922	00103292	Executive Director	Chairperson	MD	21-12-1961	No				Active	NA		05-05-1993	01-04-2000		60.00	1	0	0	0	0				
2	Mr. Shyam Sunder Sharma	ANWPS544SE	00272803	Independent Director	Not Applicable		27-11-1958	No				Active	Yes	13-11-2019	08-12-2000	13-11-2019		60.00	2	1	2	2	2				
3	Ms. Archana Sharma	EMNPS1253	08300527	Independent Director	Not Applicable		01-08-1968	No				Active	Yes	03-08-2022	06-05-2022	03-08-2022		60.00	1	1	2	0	0				
4	Mr. Brijesh Singh Bhadourave	AADPB7523	00489983	Non-Executive Director	Not Applicable		04-05-1964	No				Active	Yes	03-08-2022	07-07-2022	03-08-2022			1	1	2	0	0				
5	Mr. Neelam S Sharma Ravinde	CGEFS6404	10291133	Independent Director	Not Applicable		01-08-1969	No				Active	Yes	29-08-2023	28-09-2023			60.00	1	0	0	0	0				
6	Mr. Sachdev	ARVPS8733	10280805	Executive Director	Not Applicable		03-04-1976	No				Active	NA		29-08-2023			60.00	1	0	1	0	0				

FCS Software Solutions Ltd.

Company Secretary



**Annexure 1**  
**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

Yes

**Audit Committee Details**

		Whether the Audit Committee has a Regular Chairperson				Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
1	00272803	Shayam Sunder Sharma	Non-Executive - Independent Director	Chairperson	14-08-2019		
2	08300527	Archana Sharma	Non-Executive - Independent Director	Member	06-05-2022		
3	00489983	Brijesh Singh Bhadauriya	Non-Executive - Independent Director	Member	07-07-2022		
4	10280805	Ravinder Sachdeva	Executive Director	Member	29-08-2023		

**Nomination and remuneration committee**

		Whether the Nomination and remuneration committee has a Regular Chairperson				Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
1	00272803	Shayam Sunder Sharma	Non-Executive - Independent Director	Chairperson	14-08-2019		
2	08300527	Archana Sharma	Non-Executive - Independent Director	Member	06-05-2022		
3	00489983	Brijesh Singh Bhadauriya	Non-Executive - Independent Director	Member	07-07-2022		

**FCSS Software Solutions Ltd.**  
Company Secretary

## Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	Date of Appointment	Date of Cessation
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Category 2 of directors	Yes	Date of Appointment	Date of Cessation
1	00272803	Shayam Sunder Sharma	Non-Executive - Independent Director	Chairperson	Chairperson		14-08-2019	
2	08300527	Archana Sharma	Non-Executive - Independent Director	Member	Member		06-05-2022	
3	00489983	Brijesh Singh Bhadauriya	Non-Executive - Independent Director	Member	Member		07-07-2022	

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	Date of Appointment	Date of Cessation
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Category 2 of directors	Yes	Date of Appointment	Date of Cessation
1	00272803	Shayam Sunder Sharma	Non-Executive - Independent Director	Chairperson	Chairperson		13-08-2014	
2	08300527	Archana Sharma	Non-Executive - Independent Director	Member	Member		06-05-2022	
3	10280805	Ravinder Sachdeva	Executive Director	Member	Member		29-08-2023	

FCS Software Solutions Ltd.  
Company Secretary

Annexure 1

iii. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1		09-02-2024			Yes	6	4	3
2		24-05-2024	104		Yes	6	5	3

  
**FCS Software Solutions Ltd.**  
 Company Secretary


Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-02-2024				Yes	4	4	3	0
2	Stakeholders Relationship Committee	09-02-2024					3	3	3	0
3	Corporate Social Responsibility Committee	09-02-2024				Yes	3	3	2	0
4	Audit Committee	24-05-2024	104			Yes	4	4	3	0

FCS Software Solutions Ltd.

Company Secretary

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		<b>No</b>
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
<b>Sr.</b>	<b>Date of the event</b>	<b>Brief details of the event</b>

  
**FCS Software Solutions Ltd.**  
 Company Secretary



**Annexure 1**

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
<b>Disclosure of notes on related party transactions</b>			
Disclosure of notes of material transaction with related party			

  
**FCS Software Solutions Ltd.**  
 Company Secretary

## Annexure 1

VI. Affirmations		Compliance status (Yes/No)
Sr	Subject	
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	

## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Harsha Sharma Company Secretary and Compliance Officer
2	Designation	

Company Secretary and Compliance Officer

Company Secretary

**Signatory Details**

Name of signatory	HARSHA SHARMA
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	08-07-2024

  
FCS Software Solutions Ltd.  
Company Secretary