

FCS/STX/2021

October 11, 2021

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 half year ended on September 30, 2021.

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 and half year ended on September 30, 2021.

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

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Annexure I to the Listing Agreement

Compliance Report on Corporate Governance

- 1. Name of the Company: FCS Software Solutions Limited**
- 2. Quarter and half year ended on: 30th September, 2021**

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	Duration (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	AQLPK4922C00103292	C&MD	05/05/1993	01/04/2020	60	21/12/1961	1	-	-	-
Mr.	Shayam Sunder Sharma	ANWPS5445E00272803	NE-ID	08/12/2000	13/11/2019	60	27/11/1958	2	1	2	2
Ms.	Shweta Shatsri	DHXPS1202K06480421	NE-ID	24/09/2014	13/11/2019	60	08/02/1980	1	1	1	-
Mr.	Sunil Sharma	BHAPS5188K05359128	ED	13/08/2016	29/09/2021	-	10/05/1975	1	-	1	-
Mr.	Mahendra Pratap Singh	ABUPS9319M08201381	NED	14/08/2018	25/09/2018	-	15/12/1961	1	-	1	-
Mr.	Raj Kumar Manikpuri	AIIPM1150H08614902	ID	14/11/2019	14/11/2019	60	16/08/1969	1	1	1	-
Whether Regular Chairperson appointed: Yes											
Whether Chairperson is related to managing director or CEO: Yes											

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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	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
29th June, 2021	13th August, 2021	Yes	3	1	44 Days
-	3rd September, 2021	Yes	3	1	20 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	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
29th June, 2021	13th August, 2021	Yes	3	2	44 Days
-	3rd September, 2021	Yes	3	2	20 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	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
-	3rd September, 2021	Yes	2	2	204 Days
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA)		
Whether prior approval of audit committee obtained			NA		
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			NA		

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. Raj Kumar Manikpuri	Non-Executive - Independent Director	13/02/2020	
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	
		Mr. Raj Kumar Manikpuri	Non-Executive - Independent Director	14/11/2019	
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	

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,
FCS Software Solutions Ltd.

Company Secretary

Harsha Sharma
(Company Secretary)
Membership No. A33548