

FCS/STX/2024

January 16, 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 December 31, 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 December 31, 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 Solutions Limited

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Email Id: investors@fcsltd.com website:- www.fcsltd.com

Noida Office: A-88, 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 December, 2023

I. Composition of Board of Directors

Tit le (M r / M s)	Name of the Director	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	T e n u r e (i n m o n t h s)	Date of Birth	No. Of direc torsh ip in listed entiti es inclu ding this listed entit y [in refer ence to Regu lation 17A(1)]	No of Inde pen dent Direc tor sh ip in liste d entit ies inclu din g this liste d entit y [in refe renc e to provi sion to regu lation 17A (1)]	Number of member ships in Audit/ Stakehol der Committ ee(s) includ ing this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)	No. of Post of Chai rper son in Audi t/ Stak ehol der com mitte e held in listed entiti es inclu ding this listed entit y (Refer Regu lation 26(1) of Listi ng Regu lation s)
Mr	Dalip Kumar	AQLPK4922C 00103292	C&MD	05/05/19 93	01/04 /2020	-	6	21/12/ 0 1961	1	-	-	-
Mr	Shayam Sunder Sharma	ANWPS5445E 00272803	NE-ID	08/12/20 00	13/11 /2019	-	6	27/11/ 0 1958	2	1	2	2
Ms	Archana Sharma	EMYPS1253K 08300527	NE-ID	06/05/20 22	03/08 /2022	-	6	01/08/ 0 1968	1	1	2	-

Mr	Brijesh Singh Bhadauriya	AADPB7523L00489983	NE-ID	07/07/2022	03/08/2022	-	60	04/05/1964	1	1	2	-
Mr	Ravinder Sachdeva	ARVPS8733L10280805	ED-WTD	29/08/2023	28/09/2023	-	60	03/04/1976	1	0	1	-
Mr s.	Neelam Sharma	CGEPS6404C10291133	NED	29/08/2023	28/09/2023	-	-	01/08/1969	1	-	-	-

Whether Regular Chairperson appointed: **Yes**

Whether Chairperson is related to managing director or CEO: **Yes**

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. Archana Sharma	Member – Non-Executive - Independent Director	06/05/2022	
		Mr. Ravinder Sachdeva	Member – Executive Director – Whole Time Director	29/08/2023	
		Mr. Brijesh Singh Bhadauriya	Member – 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	Member – Non-Executive - Independent Director	06/05/2022	
		Mr. Brijesh Singh Bhadauriya	Member – 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	Member-Non-Executive - Independent Director	06/05/2022	
		Mr. Brijesh Singh Bhadauriya	Member-Non-Executive - Independent Director	07/07/2022	
5. Corporate Social Responsibility Committee	Yes	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	13/08/2014	
		Ms. Archana Sharma	Member-Non-Executive - Independent Director	06/05/2022	
		Mr. Ravinder Sachdeva	Member-Executive Director-Whole Time Director	29/08/2023	

II. 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)
08-08-2023	7th November, 2023	Yes	1	3	69 Days
29-08-2023	29th November,2023	Yes	1	3	21 Days

IV. Meetings of Committees

Audit Committee

8 th August,2023	7 th Novembe,2023	Yes	0	3	90Days
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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)
29 th August, 2023	7 th Novembe,2023	Yes	0	3	69

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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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

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

Harsha Sharma
 (Company Secretary)
 Membership No. A33548

