

FCS/STX/2026

09th February, 2026

To
The Bombay Stock Exchange Ltd.
Corporate Relationship Department,
27th Floor, P J Tower, Dalal Street,
Mumbai- 400001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
G Block Bandra Kurla Complex, Bandra (E),
Mumbai- 400051

Subject: Outcome of the 227th Meeting of the Board of Directors of the Company held on Monday, 09th February, 2026 – Approval of Updated/ Modified Related Party Transaction Policy.

Dear Sir/Ma'am,

In accordance with Regulation 30 and 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, this is to intimate that the Board of Directors in its 227th Meeting held today i.e. Monday, 09th February, 2026, at Corporate Office at FCS House, Plot No. 83, NSEZ, Noida Dadri Road, Phase II, Gautam Buddha Nagar, Noida- 201305 (U.P.), considered and took note of the amendments in Related Party Transaction Policy. The same has been uploaded on website of the Company <https://fcsltd.com/investors/policies>. The meeting was commenced at 04:00 PM and concluded at 04:35 P.M.

This is for your information and records.

Thanking You,

Yours faithfully,

For **FCS Software Solutions Limited**

FCS Software Solutions Ltd.



Deepti Singh
Company Secretary
(Company Secretary & Company Secretary)
Membership No.: A37147

FCS Software Solutions Limited

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Email id: investors@fcsltd.com website: www.fcsltd.com

Noida Office: 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, HSIIDC Park, Sector-22, Panchkula, Haryana -134109

Gurugram Office: Plot No-54, EHTP, Sector-34, Gurugram-122004





FCS SOFTWARE SOLUTIONS LIMITED

POLICY ON RELATED PARTY TRANSACTIONS



REVISION HISTORY		
Release Date	Changes Summary	Approved by
01-10-2014	First Release	Audit Committee and Board of Directors
14-10-2019	Revision in the policy due to amendments in the SEBI Listing Regulations	Audit Committee and Board of Directors
14-11-2022	Revision in the policy due to amendments in the SEBI Listing Regulations	Audit Committee and Board of Directors
09-02-2026	Revision pursuant to Schedule XII and SEBI Industry Standards (14-02-2025)	Audit Committee & Board





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1. PURPOSE OF THIS POLICY

FCS Software Solutions Limited (“FCS” or “Company”) is governed by the **Companies Act, 2013**, and the regulations framed by the **Securities and Exchange Board of India (“SEBI”)**, including the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**.

SEBI mandates every listed entity to formulate:

- a policy on **materiality of Related Party Transactions (“Related Party Transactions”)**; and
- a policy on **dealing with Related Party Transactions**.

Accordingly, this Policy has been framed to ensure:

- transparency and fairness in Related Party Transactions,
- protection of public shareholders’ interest, and
- compliance with applicable laws and regulations, as amended from time to time.

2. DEFINITIONS

2.1 “Act”

Means the Companies Act, 2013 and rules made thereunder, as amended.

2.2 “Listing Regulations”

Means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including **Schedule XII**, as amended.

2.3 “Related Party” and “Related Party Transaction”

Shall have the meaning assigned under the Act and Regulation 2(1)(zb) and 2(1)(zc) of the Listing Regulations.

2.4 “Industry Standards”

Means SEBI Industry Standards on **“Minimum Information to be Provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transactions”** issued vide SEBI Circular dated **14 February 2025**, as amended.

Capitalised terms not defined herein shall have the meaning assigned under the Act or the Listing Regulations.



3. MATERIALITY THRESHOLDS

3.1 Material Related Party Transactions

A transaction with a Related Party shall be considered **material** if the transaction(s), individually or taken together during a financial year, **exceed the thresholds prescribed under Schedule XII of the Listing Regulations**, as amended from time to time.

3.2 Royalty / Brand Usage

Notwithstanding the above, any transaction involving **payment of royalty or brand usage fee** shall be treated as material if it exceeds **5% of the annual consolidated turnover** of the Company as per the last audited financial statements.

3.3 Information Requirements

- Related Party Transactions exceeding **₹10 crore or 1% of annual consolidated turnover (whichever is lower)** shall require disclosure as per **Industry Standards**.
- Related Party Transactions not exceeding **₹1 crore** during a financial year are exempt from Industry Standards disclosures.
- Simplified disclosures shall apply for transactions within thresholds prescribed by SEBI.

4. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

A. AUDIT COMMITTEE

A.1 **Prior approval** of the Audit Committee shall be mandatory for all Related Party Transactions and material modifications thereto.

A.2 Any Audit Committee member having interest in a transaction shall **recuse** and abstain from discussion and voting.

A.3 From **19 December 2025**, Related Party Transactions of subsidiaries where the listed entity is not a party shall require prior Audit Committee approval if the transaction value exceeds:

- 10% of the subsidiary's annual standalone turnover; or
- the materiality threshold under Schedule XII, **whichever is lower**.

A.4 The Audit Committee may grant **omnibus approvals** for repetitive Related Party Transactions in accordance with Regulation 23(3) of the Listing Regulations. Such approvals shall be valid for **one year**.

A.5 The Audit Committee shall review Related Party Transactions on a **quarterly basis**.



A.6 Transactions not pre-approved may be placed before the Audit Committee for **ratification**, subject to conditions specified under the Listing Regulations.

B. BOARD OF DIRECTORS

B.1 Related Party Transactions which are:

- not in the ordinary course of business; or
- not at arm's length,

shall be placed before the Board for approval.

B.2 Interested Directors shall recuse themselves from discussion and voting.

C. SHAREHOLDERS

C.1 Shareholders' approval by **special resolution** shall be required for:

- material Related Party Transactions under Regulation 23; and
- Related Party Transactions not in ordinary course or not at arm's length exceeding thresholds under the Act.

C.2 Related Parties shall **not vote** on such resolutions.

C.3 Omnibus shareholder approvals:

- AGM approvals valid till next AGM;
- Other approvals valid for **maximum one year**.

C.4 Exemptions under Regulation 23(5) of the Listing Regulations shall apply.

5. REPORTING AND DISCLOSURES

5.1 Related Party Transactions approved by the Board or shareholders shall be disclosed in the **Board's Report**.

5.2 The Company shall submit within the timelines prescribed under Regulation 23(9) of the Listing Regulations, disclosures of related party transactions on a consolidated basis, in the format specified by SEBI from time to time and publish the same on its website.

5.3 Shareholder notices shall include disclosures as per:

- Industry Standards,
- Companies Act, 2013, and
- SEBI Listing Regulations.



6. LIMITATION AND AMENDMENT

In case of any inconsistency between this Policy and applicable law, the provisions of applicable law shall prevail.

Any amendment to the Act, Listing Regulations or SEBI Circulars shall **automatically apply** to this Policy.

7. REVIEW

The Board of Directors, on recommendation of the Audit Committee, shall review this Policy **once every three years** or earlier if required due to regulatory changes.


Approved by the Board of Directors



Date: 9th February 2026

