

FCS/STX/2025

January 13, 2025

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: Submission of Quarterly Integrated Filling (Governance) for the Third Quarter ended 31st December, 2024:

In Compliance with the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we submit herewith, the Quarterly Integrated Filling (Governance) for the Third Quarter ended 31st December, 2024.

We request you to take the document on record.

Thanking you,

Yours faithfully,

For **FCS Software Solutions Limited**

Harsha Sharma
(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

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Email id: Investors@fcsitd.com website:- www.fcsitd.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



FORMAT FOR QUARTERLY INTEGRATED FILING (GOVERNANCE)

A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of the Listed Entity: FCS Software Solutions Limited
2. Quarter ending: 31-12-2024

I. Composition of Board of Directors												
Title (Mr . / Ms)	Name of the Director	PAN^s & DIN	Category (Chairperson /Executive/Non-Executive/in dependent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	Dalip Kumar	DIN: 00103292	Chairperson /Executive	05-05-1993	01-04-2000	-	60 Months	21-12-1961	1	0	0	0
Mr.	Pankaj Wadhwa	DIN: 06709178	Non-Executive /Independent Director	22-08-2024	20-09-2024	-	60 Months	15-08-1989	1	1	2	0

Mrs.	Archana Sharma	DIN: 08300527	Non-Executive/Independent Director	06-05-2022	03-08-2022	-	60 Months	01-08-1968	1	1	2	0
Mr.	Brijesh Singh Bhadauriya	DIN: 00489983	Non-Executive/Independent Director	07-07-2022	03-08-2022	-	60 Months	04-05-1964	1	1	0	2
Mrs.	Neelam Sharma	DIN: 10291133	Non-Executive / Non Independent Director	29-08-2023	28-09-2023	-		01-08-1969	1	0	1	0
Mr.	Ravinder Sachdeva	DIN: 10280805	Executive Director	29-08-2023	29-08-2023	-	60 Months	03-04-1976	1	0	2	0
Whether Regular chairperson appointed - Yes												
Whether Chairperson is related to managing director or CEO - Yes												

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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. Brijesh Singh Bhadauriya	Chairperson/ Non-Executive/ Independent Director	07-07-2022	-
		Mrs. Archana Sharma	Non-Executive/ Independent Director	06-05-2022	-
		Mr. Ravinder Sachdeva	Executive Director	29-08-2023	-
		Mr. Pankaj Wadhwa	Non-Executive/ Independent Director	22-08-2024	-
2. Nomination & Remuneration Committee	Yes	Mr. Brijesh Singh Bhadauriya	Chairperson/ Non-Executive/ Independent Director	07-07-2022	-
		Mrs. Archana Sharma	Non-Executive/ Independent Director	06-05-2022	-
		Mr. Pankaj Wadhwa	Non-Executive/ Independent Director	22-08-2024	-
3. Risk Management Committee (if applicable)	-	-	-	-	-
4. Stakeholders Relationship Committee	Yes	Mr. Brijesh Singh Bhadauriya	Chairperson/ Non-Executive/ Independent Director	07-07-2022	-
		Mrs. Archana Sharma	Non-Executive/ Independent Director	06-05-2022	-
		Mr. Pankaj Wadhwa	Non-Executive/ Independent Director	22-08-2024	-
5. Corporate Social Responsibility Committee	Yes	Mr. Brijesh Singh Bhadauriya	Chairperson/ Non-Executive/ Independent Director	07-07-2022	-
		Mrs. Archana Sharma	Non-Executive/ Independent Director	06-05-2022	-
		Mr. Pankaj Wadhwa	Non-Executive/ Independent Director	22-08-2024	-

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
14 th November, 2024	Yes	4	3	13 th August, 2024 22 nd August, 2024	83

IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	14 th November, 2024	Yes	4	3	13 th August, 2024	92
Nomination and remuneration committee	22 nd August, 2024	Yes	3	3	-	-

* to be filled in only for the current quarter meetings

** This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional

V. 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
 - d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)
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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation: Harsha

Company Secretary / Compliance Officer / ~~Managing Director~~ / CEO / CFO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement “same as previous quarter” may be given.

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
-	-	-	-	-	-

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
-	-	-	-	-	-

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
-	-	-	-	-