

FCS/STX/2024

27th May, 2024

The Corporate Relationship Department
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

The Listing Department
National Stock Exchange Of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Mumbai – 400 051

Dear Sir,

Subject: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for financial year ended March 31, 2024.

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report duly issued by M/s. Neeraj Arora & Associates, Practising Company Secretaries, for the financial year ended March 31, 2024.

Please take the same on record.

Thanking You,
Yours faithfully,

For FCS Software Solutions Limited


FCS Software Solutions Limited

Harsha Sharma
(Company Secretary)
Membership No.: A33548

Encl.: As above

HARSHA
A

Digitally signed by HARSHA
DN: c=IN, o=Personal,
postalCode=201014, st=Uttar
Pradesh,
serialNumber=8DE5CA0BC1D772
D130D8DF80BA376914916934AC
E21307512EC65C540AC9DF8F,
cn=HARSHA
Date: 2024.05.27 15:10:00 +05'30'



and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken By | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practising Company Secretary | Management Response | Remarks |
|---------|---|---|--|--|-----------------------------|--|---------------------------------|--|--|---------|
| 1. | Regulation 23(9) of SEBI LODR Regulations, 2015 - The listed entity shall submit to the stock exchanges disclosures of related party transactions every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023 | Regulation 23(9) of SEBI LODR Regulations, 2015 | There has been delay of 1 day in submission of half yearly related party transactions for the half year ended September 30, 2023 | BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) | Fine imposed by BSE and NSE | There has been delay of 1 day in submission of half yearly related party transactions for the half year ended September 30, 2023 | Rs. 5,000/- each by BSE and NSE | The Company has deposited the fine amount with BSE and NSE | The Company has deposited the amount of Rs. 5,000/- each with BSE and NSE and also requested for waive of fine imposed | NA |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



| Sr. No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31 st March, 2023 | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|----------------|---|--|---|---|--|---|
| Not Applicable | | | | | | |

(c) I hereby report that, during the Review Period, the compliance status of the listed entity with the following requirements:-

| Sr. No. | Particulars | Compliance status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|--|-------------------------------|------------------------------|
| 1. | <u>Secretarial Standards:</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | Yes | None |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI | Yes | None |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Company is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | None |
| 4. | <u>Disqualification of Director:</u> | Yes | None |



| | | | |
|-----|--|---------------|------|
| | None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | | |
| 5. | <u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | None |
| 6. | <u>Preservation of Documents:</u> The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the SEBI LODR Regulations, 2015 | Yes | None |
| 7. | <u>Performance Evaluation:</u> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations | Yes | None |
| 8. | <u>Related Party Transactions:</u> (a) The Company has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee | Yes NA | None |
| 9. | <u>Disclosure of events or information:</u> The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | None |
| 10. | <u>Prohibition of Insider Trading:</u> | Yes | None |



