## 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

Harsha Sharmpa y Secr (Company Secretary) Membership No.: A33548

Encl.: As above

HARSH

Digitally signed by HARSHA DN: c=IN, o=Personal, postalCode=201014, st=Uttar Pradesh. serialNumber=8DE5CA0BC1D772 D130D8DF80BA376914916934AC E21307512EC65C540AC9DF8F, cn=HARSHA

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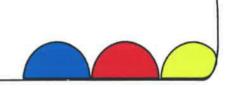


Regd. off: 205, 2nd Floor, Aggarwal Chamber IV, 27, Veer Sawarker Block, Vikas Marg, Shakerpur, Delhi 110 092 Tel: +91-011-42418371, www.fcsltd.com

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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, HSIDC Park, Sector-22, Panchkula, Haryana -134109 Gurugram Office: Plot No-54, EHTP, Sector-34, Gurugram-122004



## NEERAJ ARORA & ASSOCIATES

## COMPANY SECRETARIES

A-93, LGF, South Extension, Part-II,

New Delhi - 110049

M.: 9034793369, Tel.: (011) 4653 8651

Email Id: csneerajarora@gmail.com; neerajarora.pcs@gmail.com

## Secretarial Compliance Report of FCS Software Solutions Limited for the financial year ended 31st March, 2024

I, Neeraj Arora, Proprietor of M/s. Neeraj Arora & Associates, Practising Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by FCS Software Solutions Limited (CIN L72100DL1993PLC179154) ("the listed entity" or "the Company")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; {"SEBI LODR Regulations, 2015"}
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; {Not applicable during the Review Period}
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; {Not applicable during the Review Period}
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; {Not applicable during the Review Period}
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; {Not applicable during the Review Period}
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



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:-

S r. N o.	Requirement (Regulations/	Regulatio n/ Circular No.	Deviati ons	Action Taken By	Type of Action	Details of Violatio n	Fine Amou nt	Observat ions/ Remarks of the Practisin g Compan y Secretar	Manage ment Respon se	Remar ks
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	Regulatio n 23(9) of SEBI LODR Regulatio ns, 2015	There has been delay of 1 day in submissi on of half yearly related party transacti ons for the half year ended Septemb er 30, 2023	BSE Limited (BSE) and National Stock Exchang e of India Limited (NSE)	Fine impos ed by BSE and NSE	There has been delay of 1 day in submissi on of half yearly related party transacti ons for the half year ended Septemb er 30, 2023	Rs. 5,000/- each by BSE and NSE	The Company has deposited the fine amount with BSE and NSE	The Compan y has deposite d the amount of Rs. 5,000/- each with BSE and NSE and also requeste d 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 31st 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.	Secretarial Standards:  The compliances of the Company are in accordance with the applicable Secretarial Standards	Yes	None
	(SS) issued by the Institute of Company Secretaries India (ICSI)	Voc	None
2.	Adoption and timely updation of the Policies:  • All applicable policies under	Yes	None
	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		
3.	Maintenance and disclosures on Website:	Yes	None
,	<ul> <li>The Company is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>		
4.	Disqualification of Director:	Yes	None

		,	
	None of the Director of the		
	Company are disqualified under		
	Section 164 of Companies Act,		
	2013		4
5.	Details related to Subsidiaries of	Yes	None
	listed entities:		, .
	(a) Identification of material	,	
1	subsidiary companies;		
1	(b) Requirements with respect to	·	
1	disclosure of material as well as		
	other subsidiaries		
6.	Preservation of Documents:	Yes	N
0.	reservation of Documents.	res	None
	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		,
i	the SEBI LODR Regulations, 2015		
7.	Performance Evaluation:	Yes	None
1			
	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		
8.	Regulations		
0.	Related Party Transactions:		None
	(a) The Company has obtained	Yes	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
	prior approval of Audit Committee		ļ
	for all Related party transactions		<i>'</i>
			,
	(b) In case no prior approval		[
	obtained, the Company shall	NA	
	provide detailed reasons along		
	with confirmation whether the		
	transactions were subsequently		
	approved/ ratified/ rejected by the		
	Audit Committee		
9.	Disclosure of events or	Yes	None
	information:		
	,		] [
	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		1
	prescribed thereunder.		
10.	Prohibition of Insider Trading:	Yes	None
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	The Company is in compliance with Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015		
11.	Actions taken by SEBI or Stock Exchange(s), if any:	Yes	None
	No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	Resignation of statutory auditors from the Company or its material subsidiaries	NA	None
	In case of resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations 2015		
13.	No additional non-compliances observed:	Yes	None
	No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc.		



New Delhi May 23, 2024 For Neeraj Arora & Associates Company Secretaries Peer Review No. - 3738/2023

Neeraj Arora Proprietor FCS No.- 10781; CP No.- 16186 UDIN - F010781F000432532