

**FCS/STX/35/ 2020**

**July 29, 2020**

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

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

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, 2020.**


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 Harsh Oberoi, Practising Company Secretary (Membership No. 42165), for the financial year ended March 31, 2020.

Please take the same on record.

Thanking You,  
Yours faithfully,

For **FCS Software Solutions Limited**

**FCS Software Solutions Ltd.**

  
Harsha Sharma  
**Company Secretary**  
(Company Secretary)  
Membership No.: A33548

**Encl.: As above**



To

**FCS SOFTWARE SOLUTIONS LIMITED**

**Registered office:** 205, 2nd Floor, Agrawal Chamber IV, 27,  
Near Sawarker Block, Vikas Marg,  
Shakerpur, Delhi - 110092.

We have been engaged by **FCS SOFTWARE SOLUTIONS LIMITED** (hereinafter referred to as 'the Company') bearing CIN: L72100DL1993PLC179154 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct a verification in terms of SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report for the financial year 2019-2020.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

On account of the nationwide lockdown due to COVID 19 Pandemic since March 22, 2020 and based on the guidelines issued by the Institute of Company Secretaries of India (ICSI), we conducted the audit of secretarial compliance under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way of distant/remote/e-audit process and reviewed all the required documents and records pertaining to the period April 01, 2019 to March 31, 2020 through virtual data sharing.

We have examined the secretarial records including minutes, documents, intimation sent to the stock exchanges other records and returns related to the applicable laws on the Company etc. However, as mentioned above, all the documents and records received via electronic means and as such, could not be verified from the original 's thereof. The management has confirmed that the records submitted to us are the true and correct and in this regard the management has confirmed us by way of giving a representation.  
Annual Secretarial Compliance Report is enclosed herewith.

**For OBEROI & ASSOCIATES;**

*Company Secretaries*

**Harsh Oberoi**

*Practising Company Secretary*  
ACS No.: 42165  
CP No.: 17834



Date: 28.07.2020  
Place: New Delhi

1.

**OBEROI & ASSOCIATES, Company Secretaries**

G-31, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034.

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**SECRETARIAL COMPLIANCE REPORT OF FCS SOFTWARE SOLUTIONS LIMITED  
FOR THE FINANCIAL YEAR ENDED 31.03.2020**

We, OBEROI & ASSOCIATES, Company Secretaries have examined: -

- (a) all the documents and records made available to us and explanation provided by FCS SOFTWARE SOLUTIONS LIMITED ("the listed entity"),
- (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 year ended as on 31.03.2020 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - *(Not Applicable to the Company 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 to the Company during the Review Period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - *(Not Applicable to the Company during the Review Period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *(Not Applicable to the Company during the Review Period)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *(Not Applicable to the Company during the Review Period)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (hereinafter referred as "Insider Trading Regulation").
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 up to the extent it is applicable upon the Company.

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period: -

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

| Sr. No | Compliance Requirement (Regulations/ circulars guidelines including specific clause) | Deviations   | Observations/ Remarks of the Practicing Company Secretary   |
|--------|--|--|---|
|        | Regulation 17(1) of SEBI (LODR) Regulations, 2015                                    | Non-Compliance with the requirements pertaining to the composition of the Board. | <p>Pursuant to the provision of Section 149 read with Rule 4 of Companies (Appointment and Qualification of Directors) Rule and read with Regulation 17 of the SEBI (LODR) Regulations, 2015, the board of director of the Company was required to appoint an independent director in case of any intermittent vacancy of an Independent Director at the earliest possible, but not later than immediate next Board Meeting or 3 months from the date of such vacancy, whichever is later.</p> <p>Date of Resignation of Mr. Shiv Nandan Sharma (Independent Director) was 27.07.2019 and</p> <p>The Company has complied and made their default good by appointing Mr. Raj kumar Manikpuri as on 14.11.2019.</p> |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records. Further, the Company has complied with the circular no. CIR/CFD/CMD 1/14/2019 dated October 18, 2019.
- (c) As per the examination and information give to us, the following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder: -





| Sr. No | Action Taken by   | Details of Violation  | Details of Action taken E.g. fines, warning letters, debarment, etc.   | Observations/ Remarks of the Practicing Company Secretary, if any  |
|--------|---|---|--|--|
| 1      | BSE has intimated the Company vide notice no. LIST/COMP/Reg. 27(2) & Reg 17 to 21/Dec-19/532666/283/2019-20 as on dated February 03, 2020 | Non-Compliance with the Provision of Regulation 17(1), 18(1), 19(1), 19(2), 20(2), 21(2) of the SEBI (LODR), 2015 | BSE has levied the fine of Rs. 106200 inclusive of GST amount and the Company has paid the fine of Rs. 97200/- as on 14/02/2020 via NEFT | The Listed Entity has appointed Mr. Raj Kumar as an Independent Director of the Company as on 14.11.2019 |
| 2      | NSE has intimated the Company vide notice no. NSE/LIST-SOP/CG/FINES/100977 as on dated February 03, 2020                                  | Non-Compliance with respect to the regulation 17(1), 18(1), 19(1) (2), 20(2), 21(2) and 27(2).                    | NSE has levied the fine of Rs. 106200 inclusive of GST amount and the Company has paid the fine of Rs. 97200/- as on 14/02/2020 via NEFT | The Listed Entity has appointed Mr. Raj Kumar as an Independent Director of the Company as on 14.11.2019 |

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

| Sr. No | Observations of the Practicing Company Secretary in the previous Report, if any | Observations made in the secretarial compliance report for the year ended 31.03.2019 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|--------|---|--|--|--|
|        | NIL   | Nil  | Nil  | Nil  |

For OBEROI & ASSOCIATES;

Company Secretaries

Harsh Oberoi

Practicing Company Secretary

ACS No.: 42165

CP No.: 17834

UDIN: A042165B000486741



Date: 28.07.2020

Place: New Delhi

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