

REPORT ON CORPORATE GOVERNANCE 2018-19

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations 2015).

FCS Software Solutions Limited ("FCS") firmly that the governance process should ensure that these resources are utilised in a manner that meets stakeholders' aspirations and societal expectations. This belief is reflected in the Company's deep commitment to contribute to the "triple bottom line", namely conservation and development of the nation's economic, social and environmental capital. The philosophy of the Company is in consonance with the accepted principles of good governance.

Corporate governance must empower the executive management of the Company. At the same time, Governance should create a mechanism of checks and balances to ensure that the decision-making powers vested in the executive management are used with care and responsibility to meet stakeholders' aspirations and societal expectations.

We have a defined policy framework for ethical conduct of businesses. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS:

(a) COMPOSITION AND CATEGORY OF DIRECTORS

The Board of the Company, as on 31st March, 2019, consists of six Directors with a combination of Executive and Non- Executive Directors in accordance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The details of Board of Directors of the Company are as below:-

1. Mr. Dalip Kumar- Chairman & Managing Director (Executive Director)
2. Mr. Shiv Nandan Sharma- Non Executive Independent Director
3. Mr. Shayam Sunder Sharma- Non Executive Independent Director
4. Ms. Shweta Shatsri- Non Executive Independent Director
5. Mr. Sunil Sharma- Executive Director
6. Mr. Mahendra Pratap Singh- Non Executive Director

All Independent Directors are well qualified professionals bringing wide range of experience in business, finance and law. None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 (five) Committees across all companies in which he/she is a Director. The Board periodically evaluates the need for change in its composition and size.

All the Independent Directors have confirmed that they meet the criteria of independence as laid down under the Companies Act, 2013 and SEBI listing Regulations. The Company has issued formal letters of appointment to Independent Directors, whenever required, in the manner as provided in the Companies Act, 2013.

(b) Director's attendance record:

Name of Directors	No. of Board Meetings held during the year	No of Meetings attended	Whether attended the last AGM
Mr. Dalip Kumar	7	3	NO
Mr. Shayam Sunder Sharma	7	7	YES
Mr. Shiv Nandan Sharma	7	4	NO
Ms. Shweta Shatsri	7	5	NO
Mr. Sunil Sharma	7	5	YES
Mr. Mahendra Pratap Singh	7	3	YES

(c) Composition, Category of Directors and their other Directorship as on 31st March, 2019

Director's name	Position and Category	No. of Directorships in other Indian Public and Private Ltd. Companies
Mr. Dalip Kumar	Executive (Chairman & Managing Director)	7
Mr. Shayam Sunder Sharma	Non-Executive (Independent Director)	2
Mr. Shiv Nandan Sharma	Non-Executive (Independent Director)	2
Ms. Shweta Shatsri	Non-Executive (Independent Director)	1
Mr. Sunil Sharma	Executive Director	1
Mr. Mahendra Pratap Singh	Non – Executive Director	0

Details of Directorship(s) held by the Directors on the Board in other Listed Companies during the financial year 2018-19:

The directors of the Company is not having any other directorship in listed entity during the financial year 2018-19. Therefore, no disclosure of name of listed entity and category of directorship is required

(d) Number of Board Meetings

The Board met Seven times during the financial year 2018-19 and dates for the Board meetings are:

1. April 24, 2018
2. May 29, 2018
3. July 27, 2018
4. August 14, 2018
5. August 24, 2018
6. November 14, 2018
7. February 11, 2019

(e) Disclosure of relationship between Directors inter-se:

No director of the Company is having any relationship with other director.

(f) As on 31st March, 2019, non executive directors does not held any equity shares in the Company. Also, the Company does not have any convertible instruments.

(g) The details of the familiarisation programme for Independent Directors are given below:

With a view to familiarise the Independent Directors, the Company arranged programs to familiarise the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

The details of familiarisation programme of the Independent Directors are available on the website of the Company: <https://www.fcsltd.com>.

h) Skills/Expertise/Competencies Of The Board Of Directors:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses (IT and ITES Services), policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
 - ii) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
 - iii) Corporate Governance, Administration, Decision Making.
 - iv) Financial and Management skills
 - v) Technical / Professional skills and knowledge in relation to Company's business
- i) All the Independent Directors have confirmed that they meet the criteria of independence as laid down under the Companies Act, 2013 and SEBI listing Regulations. The Company has issued formal letters of appointment to Independent Directors, whenever required, in the manner as provided in the Companies Act, 2013.

Independent Directors Meeting:

In view of the provisions of Section 149 read with Schedule IV of the Companies Act 2013, the Company was required that the Independent Directors of the Company shall hold at least one meeting in a year.

Independent Directors Meeting comprise of the following Independent Directors of the Company:

Name of Directors	Category
Mr. Shiv Nandan Sharma	Independent Director
Mr. Shayam Sunder Sharma	Independent Director
Ms. Shweta Shatsri	Independent Director

During the year under review, the Independent Directors met on 11th February, 2019 , inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

DIRECTORS' INTEREST IN THE COMPANY

Shareholding of Directors as on March 31, 2019:

Directors	Mr. Dalip Kumar	Mr. Shayam Sunder Sharma	Mr. Shiv Nandan Sharma	Ms. Shweta Shatsri	Mr. Mahendra Pratap Singh	Mr. Sunil Sharma
Number of Shares held	10.8751	Nil	Nil	Nil	Nil	Nil

3. COMMITTEES OF THE BOARD:

The Board has constituted various committees with specific terms of reference and scope. The details of the committees constituted by the Board are given below:

3.1 Audit Committee:

The Audit Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013, read with Regulation 18 of the Listing Regulations.

- (a) The terms of reference to the Audit Committee inter alia includes:
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - Approval or preapproval or any subsequent modification of transactions of the Company with related parties except the transactions with a wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the General Meeting for approval;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - To review the functioning of the Whistle Blower mechanism.
- (b) Composition, name of members and Chairperson of the Audit Committee is given below:
The Audit Committee consists of three Independent Directors i.e., Mr. Shiv Nandan Sharma, Mr. Shayam Sunder Sharma and Ms. Shweta Shatsri and one executive director i.e, Mr. Sunil Sharma. Mr. Shayam Sunder Sharma, Independent Director was Chairperson of Audit Committee.
- (c) The Committee met Seven times during the financial year 2018-19. The attendance record of the members at the meeting were as follows:

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Shiv Nandan Sharma	Member-Independent Director	7	4
Mr. Shayam Sunder Sharma	Chairman-Independent Director	7	7
Ms. Shweta Shatsri	Member-Independent Director	7	7
Mr. Sunil Sharma	Member- Executive Director	7	3

The Company Secretary acts as the Secretary of the Audit Committee.

3.2 Nomination & Remuneration Committee:

- (a) The Nomination & Remuneration Committee of the company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act. The Nomination & Remuneration Committee comprises of three Independent Directors.

The terms of reference to the Nomination & Remuneration Committee are as given below:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors, Committees of Board and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

- The Committee will develop and review induction procedures for new appointees to the Board to enable them to become aware of and understand the Company's policies and procedures and to effectively discharge their duties.
- b) The composition of the Nomination & Remuneration Committee and particulars of meetings held and attended by the members are given below:

Members	Position and Category	No. of Meetings held	No. of Meetings Attended	
			Held	Attended
Mr. Shiv Nandan Sharma	Member-Independent Director	2	1	
Mr. Shayam Sunder Sharma	Chairman-Independent Director	2	2	
Ms. Shweta Shatsri	Member-Independent Director	2	2	

The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

c) Performance Evaluation criteria for the Independent Directors

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

4. Remuneration of Directors:

The details of remuneration paid to the Directors are given in Form MGT-9 which is available on website at www.fcsltd.com.

Independent and Non-executive directors' compensation:

The non-executive and Independent Directors are paid sitting fees for attending the meetings of the Board of Directors within the ceilings prescribed by the Central Government.

5. Stakeholders Relationship Committee

The Stakeholders' Relationship Committee has been constituted by the Board in compliance with the requirements of Section 178 (5) of the Act and Regulation 20 of the Listing Regulations. Mr. Shayam Sunder Sharma, Independent Director is the Chairman of this Committee.

The terms of reference to the Stakeholders Relationship Committee consists inter-alia the following:

- Look into the redressing of the shareholders complaints and queries and to focus on the strengthening of investor relations;
- To monitor and review the performance and service standards of the Registrar and Transfer Agents (RTA) of the Company and provides continuous guidance to improve the service levels for investors;
- Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Chief Compliance Officer and RTA of the Company.

The attendance record of the members at the meeting of Stakeholders Relationship Committee were as follows:

Name of Directors	Category	Status	No. of Meetings	
			Held	Attended
Mr. Shiv Nandan Sharma	Independent- Non Executive Director	Chairperson	1	1
Mr. Shayam Sunder Sharma	Independent- Non Executive Director	Member	1	1

Numbers of Shareholder's complaints received by Company from its RTA, BSE, NSE, SEBI and Shareholders, during the financial year ended March 31, 2019 are as under:

S. No.	Authority	No. of complaints
1.	NSE	0
2.	BSE	0
3.	RTA	0
4.	SEBI	0
5.	Shareholders	---
Total Grievances/Complaints received during the financial year		-----
Total Grievances attended		-----
d) No. of complaints not solved to the satisfaction of shareholders		NIL
e) Total Grievances pending		NIL

The Company Secretary acts as the Secretary of the Stakeholder Relationship Committee.

6. Corporate Social Responsibility(CSR) Committee:

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the below members:

Terms of reference of the CSR Committee are:

- Formulate and recommend to the Board, a CSR policy indicating the activities from the specified list of activities in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred for the chosen activities;
- Monitor the CSR Policy and activities from time to time;
- To carry on such task and activities as may be assigned by the board of directors from time to time.

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Shayam Sunder Sharma	Chairman-Independent Director	1	1
Mr. Shiv Nandan Sharma	Member-Independent Director	1	1
Mr. Sunil Sharma	Member-Executive Director	1	1
Mr. Mahendra Pratap Singh	Member- Non Executive Director	1	1

Terms of reference of the CSR Committee are:

- Formulate and recommend to the Board, a CSR policy indicating the activities from the specified list of activities in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred for the chosen activities;
- Monitor the CSR Policy and activities from time to time;
- To carry on such task and activities as may be assigned by the board of directors from time to time.

The CSR policy of the Company is available on our website: www.fcsltd.com

The Company Secretary acts as the Secretary of the Corporate Social Responsibility Committee.

7. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings are as under:

Year	Day, Date and Time of Meeting	Venue	No. of Special Resolutions passed
2015-16	Thursday, September 22, 2016 Time: 9.00 A.M.	The Executive Club, 439, Village Shahoorpur, FatehpurBeri, New Delhi –110 074.	1
2016-17	Thursday, September 28, 2017 Time: 9.00 A.M	The Executive Club, 439, Village Shahoorpur, FatehpurBeri, New Delhi –110 074.	0
2017-18	Tuesday, September 25, 2018 Time: 9.00 A.M	The Executive Club, 439, Village Shahoorpur, FatehpurBeri, New Delhi –110 074.	2

Special Resolution passed through Postal Ballot

For the year ended March 31, 2019, there have been no special resolutions passed by the Company's Shareholders through postal ballot.

8. MEANS OF COMMUNICATION

Quarterly/half-yearly/Annual financial results: The quarterly and half-yearly/Annual financial results are forthwith communicated to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed, as soon as they are approved and taken on record by the Board of Directors.

Newspaper wherein results are normally published: Public notices and financial results are published in leading newspapers, namely, The Financial Express in English and Hari bhoomi in Hindi.

Website: The Company's website (www.fcsltd.com) contains a separate dedicated section 'Investor Relations' where shareholders information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

9. SUBSIDIARY COMPANIES

The Company has following Non-Listed Indian Subsidiary Companies i.e. Insync Business Solutions Limited, Innova e Services Private Limited, Stablesecure Infraservices Private Limited, cGain Analytics Private Limited and Zero Time Constructions Private Limited.

The Company's Indian unlisted subsidiaries does not fall under the definition of "material unlisted Indian subsidiaries".

The Audit Committee of directors of the Company reviews the financial statements and in particular investments made by the unlisted subsidiaries.

Material Subsidiaries Policy:

The board has duly formulated a policy for determining 'material' subsidiaries. A subsidiary is considered as "a material subsidiary", if its income or networth exceeds 20% of the consolidated income or networth of the Company during the previous financial year.

Copy of the said policy is available on the Company's website in the following link:

http://www.fcsltd.com/home/Policy_criteria_determining_materiality_events.pdf

10. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date and Time : 13th November, 2019, 9:00 A.M.

Venue : The Executive Club, 439, Village Shahoorpur, Fatehpur Beri, New Delhi – 110 074

Financial Calendar : 1st April 2018 to 31st March 2019

Tentative Calendar for declaration of results for the financial year 2019-20 is given below:

Results for the Quarter / Year ending	Date of Declaration
June 30, 2019	On or before August 14, 2019
September 30, 2019	On or before November 14, 2019
December 31, 2019	On or before February 14, 2020
March 31, 2020 (Annual Audited)	On or before May 30, 2020

Dividend Payment Date:

No Dividend is recommended for the financial year 2018-19.

Date of Book Closure: November 7, 2019 to November 8, 2019 (Both days inclusive)

Name of Stock Exchange where shares are listed

Bombay Stock Exchange : BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001

National Stock Exchange : National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block, BandraKurla Complex,
Bandra (E), Mumbai: 400051

Listing fee for 2018-19 : Paid for both the above stock exchanges.

ISIN No. : INE512B01022 (for fully paid up shares)

ISIN No. : IN9512B01020 (for partly paid up shares)

Name of the Stock Exchange	Exchange code
BSE	532666
NSE	FCSSOFT

Stock market price data

Monthly High and Low and the performance of our share price vis-à-vis NSE (Nifty) and BSE (Sensex) is given below and Chart A and B (overleaf) respectively.

Performance comparison with indices:

Month	BSE			NSE			Total Volume (Nos.)
	High	Low	Volume	High	Low	Volume	
Apr-18	0.38	0.30	5095794	0.38	0.30	5095794	10191588
May-18	0.32	0.24	2158677	0.32	0.24	2158677	4317354
Jun-18	0.30	0.22	2033208	0.30	0.22	2033208	4066416
Jul-18	0.25	0.19	2882684	0.25	0.19	2882684	5765368
Aug-18	0.25	0.21	3705909	0.25	0.21	3705909	7411818
Sep-18	0.26	0.21	6083097	0.26	0.21	6083097	12166194
Oct-18	0.25	0.20	7045614	0.25	0.20	7045614	14091228
Nov-18	0.24	0.22	4884937	0.24	0.22	4884937	9769874
Dec-18	0.24	0.21	6899431	0.24	0.21	6899431	13798862
Jan-19	0.24	0.20	2956324	0.24	0.20	2956324	5912648

Feb-19	0.23	0.20	4945039	0.23	0.20	4945039	9890078
Mar-19	0.24	0.20	6637204	0.24	0.20	6637204	13274408
Total	55327918		55327918		110655836		

Chart-A

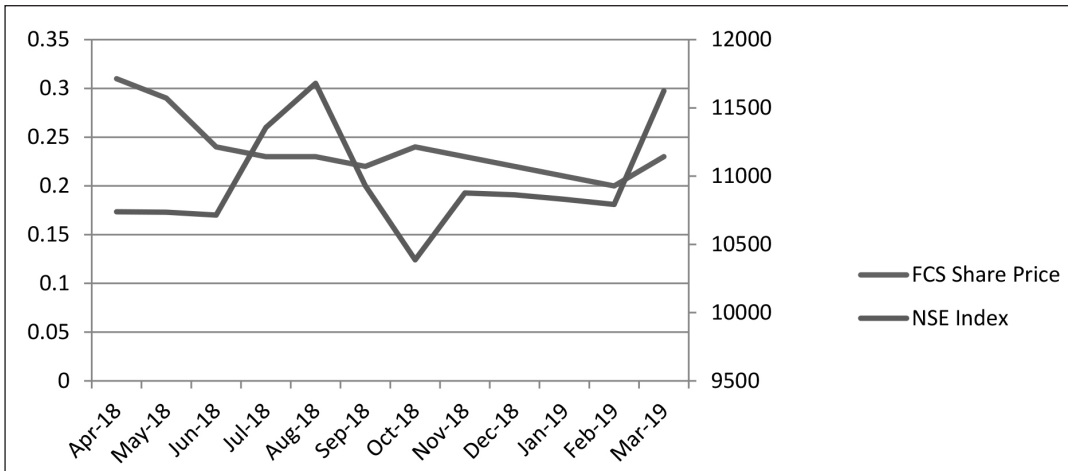
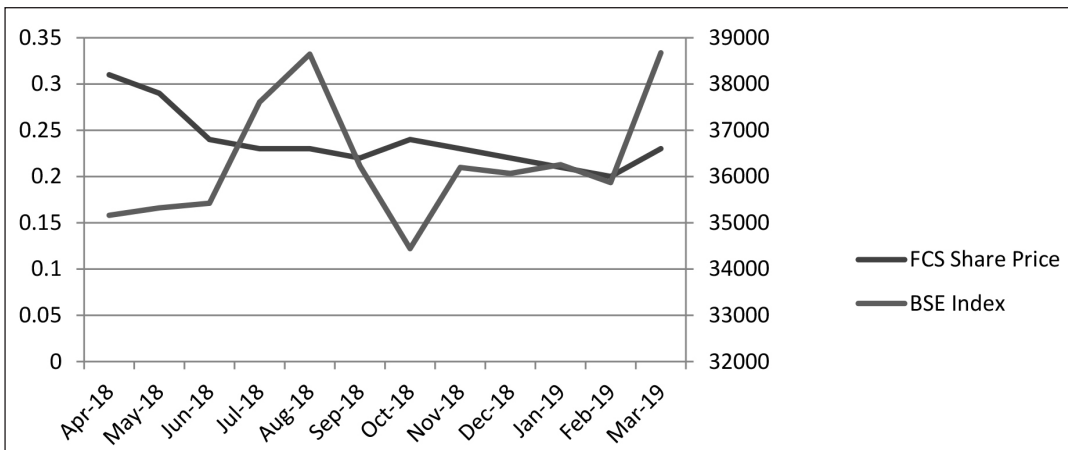


Chart-B



Share transfers in physical form

Shares sent for physical transfer are affected after giving a notice of 15 days to the seller for sale confirmation. Our Investors' Grievance Committee meets as often as required.

The total number of shares transferred in physical form during the year was 10.

As the Company's shares are compulsorily to be traded in dematerialized form, members are requested to send the shares if held in physical form, directly to the Registrars and Transfer Agents for dematerialization. Members have the option to open their accounts either with National Securities Depository Limited or Central Depository Services (India) Limited as the Company has entered into Agreements with both the Depositories.

All physical share transfers are returned within 30 days of lodgment subject to the documents being in order.

Share transfer system

M/s. Link Intime (India) Pvt. Ltd. are the Registrar and Share Transfer Agents for processing transfers, sub-division, consolidation, splitting of shares and for rendering depository services such as Dematerialization and Re-materialization of the Company's shares.

Distribution of shareholding

Following Tables list the distribution of the shareholding of the equity shares of the company by size and by ownership class as on March 31, 2019.

Shareholding pattern by size

As on 31st March, 2019

Shareholding of Normal Value (Rs.)	No. of shareholder	% of total shareholder	No. of shares held	% of Total shares
Upto 500	34785	30.4461	8186724	0.4789
501-1000	21903	19.1709	20084479	1.1748
1001-2000	17685	15.4791	30881841	1.8064
2001-3000	7419	6.4936	20120435	1.1769
3001-4000	4956	4.3378	18702678	1.0940
4001-5000	5804	5.0800	28257739	1.6529
5001-10000	9983	8.7378	80174097	4.6898
10001- & above	11716	10.2546	1503145107	87.9262
Total	114251	100.0000	1709553100	100.0000

Shareholding Pattern By Ownership

Categories	As on March 31, 2019		As on March 31, 2018	
	No of share	% of holding	No of share	% of holding
Promoter-				
Indian	335962450	19.6521	335962450	19.6521
Foreign	0	0	0	0
Mutual Fund & UTI	0	0	0	0
Banks and Financial Institution and Insurance Companies	543150	0.0318	543150	0.0318
Central Government/State Government	568300	0.0332	568300	0.0332
Foreign Institutional Investor	0	0	0	0
Private Bodies Corporate	509729907	29.8166	519682396	30.3987
Indian Public-Individual	826232574	48.3303	814748949	47.6586
NRI/OCB's	16552092	0.9682	16759814	0.9804
Clearing Member	4366841	0.2554	5830061	0.3410
Other (Director & their relatives , HUF)	15597786	0.9123	14222528	0.8319
Total	1709553100	100	1709553100	100

Dematerialization of the shares and liquidity:

As on March 31, 2019, to the extent of 99.97% shares of the company were held in de-materialized form. Trading in Company's shares is permitted only in dematerialized form as per notifications issued by Securities Exchange Board of India. The Company has entered into agreements with National Securities Depository Ltd. & Central Depository Services (India) Ltd., whereby the investors have the options to dematerialize their shares with either of the depositories.

The Company shares are among the most liquid and actively traded shares on BSE & NSE. The monthly trading volumes of the Company shares on these Exchanges are given above. The status of Dematerialization as on March 31, 2019 is as under:

Segment	No. of Shareholders	% of Total No. of Shareholders	No. of Shares	% of Total No. of Shares
Physical	108	00.089	517990	00.03
Demat	114143	99.911	1709035110	99.97
Total	114251	100	1709553100	100

Plant Locations

The Company has 7 offices as on 31st March, 2019 located in 4 cities across India and other offices are in Dubai and Germany. The addresses of these offices are available on our corporate website/Annual Report.

Address for Correspondence

FCS Software Solutions Limited,
Plot no. 83, NSEZ, Phase-II,
Main Dadri Road, Noida-201305
Tel No's: - 0120-4635900
Fax No: - 0120-4635941
E-Mail ID:-investors@fcsltd.com

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, are filed electronically on BSE Listing Centre.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal systems. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATR's) by concerned Companies and online viewing by investors of actions taken on the complaint and its current status.

Code of Conduct

In compliance with Listing Regulations and Companies Act, 2013, the Company has framed and adopted a Code of Conduct and Ethics ('the Code'). In terms of Code of Conduct, the Directors and Senior Management must act within the boundaries of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders and stakeholders. The Company obtains the affirmation compliance of the Code of Conduct from its Directors and senior Management on an annual basis.

All members of the Board, the executive officers and senior financial officers have affirmed compliance to the code as on 31st March, 2019.

The Code of Conduct is available on our [website:www.fcsltd.com](http://www.fcsltd.com)

11. DISCLOSURES

Disclosure on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interest at large

There were no related party transaction during the financial year 2018-19.

Details of non-compliance by the Company, penalties and structures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years

There has been no instance of non-compliances by the Company on any matter related to capital markets during last three years, and hence, no penalties or structures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

Whistle Blower Policy

The Company has a whistle blower policy to provide opportunity to associates to represent, in good faith, to the Head-Human Resources in case they observe unethical and improper practices or any other wrongful conduct in the Company and to prevent managerial personnel from taking any adverse vindictive personal action against those associates. Any person who observes any unethical & improper practices may disclose it as soon as possible to the Head-Human Resources. During the year no person was denied access to the Head-Human Resources and there was no case reported under the policy.

The Whistle Blower Policy of the Company is available on our website: www.fcsltd.com

Compliance with mandatory / non-mandatory requirements

The Company has complied with all applicable mandatory requirements in terms of SEBI (LODR) Regulations. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed elsewhere in this report.

Code for prevention of Insider-Trading practices

In compliance with the SEBI regulation on prevention of insider trading, the company has instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of company, and cautioning them of the consequences of violations.

Disclosure of accounting treatment in preparation of financial statements

The financial statements are prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards notified u/s 2(2) of the Companies Act, 2013 (the 'Act') and the relevant provisions of the Act.

Management Discussion and Analysis

The Management Discussion and Analysis is given separately and forms part of this Annual Report.

Litigation

The company has pending litigation as at year end 31st March, 2019 the details of which is as under:-

Nature of Dispute	Forum where dispute is pending	31/03/2019	31/03/2018
Advance against Land	Chief Megistrate, Gautam Budh Nagar, Noida, Uttar Pradesh	200	200

Note: The company has advanced Rs. 708.01 Lakh to Vivan Enterprises, for which legal notice has been served for the recovery.