

FCS/STX/107/2019

27<sup>th</sup> February, 2019

To,

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/Madam,

**Subject:** - Reporting of Appointment of Secretarial Auditor under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to Schedule III Part A Para A (7) read with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is informed that FCS Software Solutions Limited has appointed M/s. VS Associates, Company Secretaries, (C.P no. 6959) on 11.02.2019 for conducting Secretarial Audit of the company for the Financial Year 2018-19. The said firm also conducted the Secretarial Audit of FCS Software Solutions Limited for preceeding year as well.

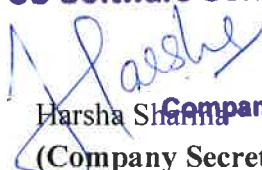
M/s. VS Associates is a Firm of Company Secretaries having practical experience spanning over a period of more than 12 years. The brief profile is enclosed herewith.

None of the Partners of the aforesaid firm are concerned or interested with the Directors or Key Managerial Personnel of the Company.

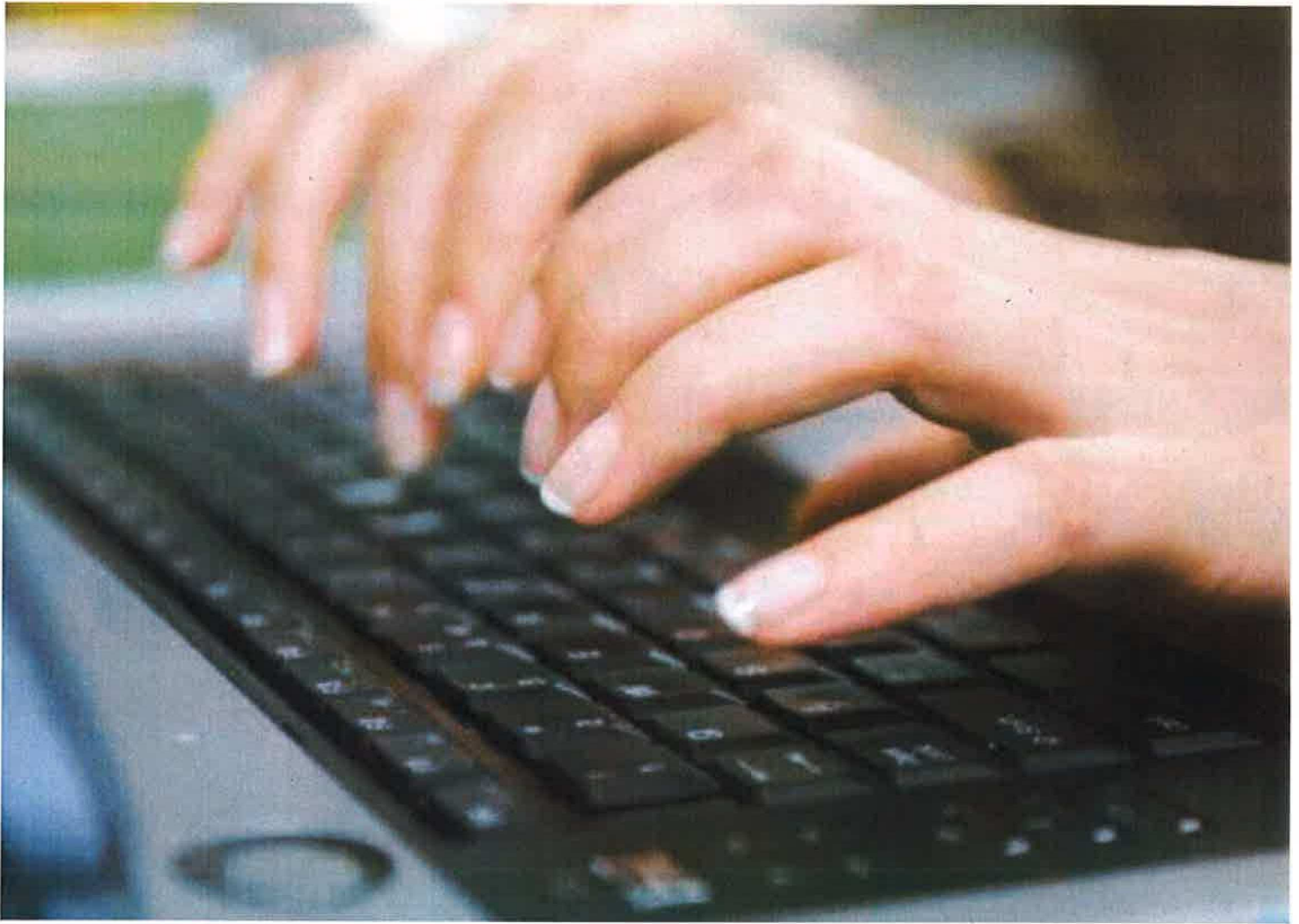
This is for your information and record.

Thanking you,  
Yours faithfully,

**FCS Software Solutions Ltd.**

  
Harsha Sharma  
(Company Secretary)





**V S ASSOCIATES**

**Company Secretaries**

***TAKING CORPORATES TOWARDS THE  
SUCCESS THAT THEY ARE LOOKING FOR.!!!***

## About Us

VS ASSOCIATES, a Company Secretary firm, is an eminent firm indulged into corporate and business advisory services *with the span of more than 12 years*. It was established with a view to provide Corporate Secretarial & other consultancy services to clients. We also deal in issues involving corporate restructuring, and SEBI related matters. Our top-notch service range includes areas such as corporate laws, labor laws, special economic zones, real estates, and corporate transactional advisory.

Our office is situated at Delhi, the governance capital of India. We have been offering our professional services to corporate giants and listed enterprises in several sectors and are a sector agnostic Firm. The services of our Firm are utilized by several law firms and firms of Chartered Accountants also for various assignments.

Further, we have our associations at various places across the country.

## Vision & Mission

- A firm to be progressively recognized for its quality, transparency, strong credibility, and impartiality and enhancing versatile competency for all its services.
- To provide quality services within a fixed frame of time, and providing client satisfaction with utmost confidentiality, diligence and prudence.

# OFFICE STRUCTURE

The Firm comprises richly experienced, hardworking and knowledgeable staff and qualified Company Secretaries well versed with subjective and thorough knowledge in respective fields and approximately ten CS management trainees who are adaptable and well known with company law matters & their compliances, further a staff managing the office with HR department. The firm is basically run, managed and controlled in the hands of:

## **Mr. Vijay Kumar Sharma**

Mr. Vijay Kumar Sharma is Insolvency professional and a Practicing Company Secretary, proprietor of M/s VS Associates. He is a Fellow member of Institute of Company Secretaries of India having an immense experience of more than 12 years, and a Law graduate. He possess affluent and versatile experience spanning across the key areas such as corporate laws, merger and amalgamations, legal and secretarial corporate advisory services, etc acquired during his career of over twelve years.

Mr. Sharma has a vast experience and thorough knowledge in Corporate and other Laws and his professional approach is not only limited to laws and practice but even holds a clear understanding on every aspect of corporate need of an hour and was Honored by Hon'ble Finance minister sh. Arun Jaitley ji, for Incorporating India's very first company through e-biz portal.

Mr. Sharma is also a prominent Speaker at various professional Seminars related to Companies Act, 2013, IPR matters, etc.

## **Mr. Pawan Kumar Pawan**

Mr. Pawan Kumar Pawan is a law graduate from a reputed university. He also holds a directorship in VS Governance Professionals Private Limited which is a name of repute in field of providing gamut of services ranging from Corporate Secretarial, other consultancy such as SEBI & Corporate Restructuring related matters.

Mr. Pawan is an Advocate and has an invaluable experience of years in the field of Corporate Law matters and has got flair in drafting various business deeds and documents.

He has an expertise in dealing with the matters of Non Banking Financing Companies and Foreign Investment Services and has an acute proficiency in Trade mark related aspects of Intellectual properties.

## **Range Of Services**

### **BUSINESS ENTITY - FORMATION / INCORPORATION / REGISTRATION**

At VS Associates, we help you in easing the process of setting up your business in India. We assist you in uncovering answers to question like: what is the best, most viable option for your company, your products, and yourself? Which is the path of least resistance, and more such questions?

At VS Associates, One Roof Solution encompasses delivering quality client service, technical expertise and unique specialisations.

Our team helps you understand the requirements for formally starting a company in India and the necessary formalities, for instance:

- Incorporation and registration of Companies and Limited Liability Partnership and regulatory compliances for them.
- Assisting clients in setting up their Wholly Owned Subsidiaries and joint ventures.
- Providing services to foreign clients for setting up their wholly owned subsidiaries, joint ventures, associate enterprises, branches and representative offices.

### **TRANSACTION ADVISORY SERVICES:**

We offer an In-depth understanding and expertise on legal and regulatory aspects of merger and acquisitions. Over the years, we have understood that the dealing with the regulatory aspects of the takeover code of SEBI requires a strong foothold in the legal comprehension and ability to make swift decisions, especially from the perspective of the acquirer or the target, as the case may be.

- Mergers, Acquisitions, Corporate Restructuring, Scheme of arrangements and compromises.

Our Merger and Acquisition practise includes:

- ✓ Study of options available to choose the best mode of acquisition
- ✓ Carrying out Due Diligence Audit

- ✓ Fixing the consideration
  - ✓ Determination of Transaction Accounting method and issue related to the same.
  - ✓ Drafting the necessary transaction documentation, such as the agreements on business acquisition, asset acquisition, share purchase and the scheme of Merger or Demerge, management of legal and regulatory compliances.
  - ✓ Valuation of Enterprise, brands and business.
- Advising / negotiating investment proposals/ subscription / shareholders / joint venture agreements.
- We do specialise in advising our clients in drafting and negotiating terms of subscription agreements right from term sheet or Letter of intent or MOU stage and provide complete confidential support to our clients until consummating of transaction.
- Services of an Insolvency Professional under the Insolvency and Bankruptcy Code.

## **REPRESENTATION SERVICES:**

We represent our clients before various Regulators such as the Registrar Of Companies, Regional Directors, Ministry of Corporate Affairs, Department of Industrial Policy and Promotion, Foreign Investment Promotion Board, SEBI, RBI, Registrar of Trademarks, Registrar of Copyrights, Foreign Embassies and Adjudication Authorities under various laws, Company Law Board, Competition Commission of India, National Company Law Tribunal, Official Liquidator, Trademark Tribunals, Intellectual Property Appellate Board, Securities Appellate Tribunals, and other quasi-judicial forum.

## **CORPORATE INSOLVENCY SERVICES:**

We advise clients to take up works against defaulting debtor companies by invoking the relevant provisions of the Companies Act 1956/2013 and assist in drafting demand notices as per statutory requirements, in preparing and filing winding up petitions and in taking up all advisory works relating thereto. Further, we assist debtor companies also in defending such notices and petitions.

VS ASSOCIATES also assists companies which are interested in voluntary winding up and getting names of defunct companies struck off as per provisions of the Companies Act 1956/2013 and also getting registered as Dormant Companies as per provisions of the Companies Act 2013.

The steps may involve:

- Initiating the process of Winding up of Companies.
- Advising Creditors and Making petition for the winding up of debtor companies.
- Revival and Rehabilitation of Sick Companies.

## **REGULATORY COMPLIANCES & CLEARENCES:**

With the advent of the Companies Act, 2013, there is a growing need for being cautious in regulatory compliances. There is a responsibility statement, the Board of Directors have to make to the shareholders in their Board's Report that the Company has set up a proper system for ensuring compliances and they are monitoring the same and it is adequate and is functioning effectively. The responsibility cannot be carried out unless the Board ensures through a combination of internal and external experts.

We, at VS ASSOCIATES, offer end to end solutions in ensuring compliances in relating to certain laws and regulations. Companies Act, 2013, Securities Laws and the regulations issued from time to time by the Securities and Exchange Board of India [SEBI] under the SEBI Act, 1992 such as the regulations relating to Disclosure and Investor Protection, ESOP, TAKEOVER Code, Insider Trading Regulations, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and services such as:

- Corporate compliance management services.
- Regulatory advisory and liaison services relating to corporate law, issue and listing of securities.

- Securing clearances and approvals from Stock Exchanges and Securities and Exchange Board of India.
- Securing Government / RBI approvals for Foreign Direct Investments/ External Commercial Borrowings.
- Securing regulatory approvals from various Central and State Government organisations.

## **AUDIT SERVICES AND SECRETARIAL AUDIT:**

Secretarial audit is a process to check compliances made by the company under Corporate Law and other relevant laws, rules, regulations and procedures etc. Under this, the regulators monitor companies for compliances as required by the stated laws and processes. We, VS ASSOCIATES associated in several companies for span of years (even though, initially the secretarial audit was not mandatory) and most of them continue to avail our services in this field.

In today's complex business scenario, it is almost mandatory for every company to comply with hundreds of laws, rules and regulations. Any non-adherence to compliances can be risk for the company. In order to stay abreast, it is important for organizations to conduct periodical examination of work in order to point out errors in order to maintain a robust compliance mechanism system.

Our Scope of audit includes mainly:

- Secretarial Audit
- Internal Audit of Regulatory Compliances
- Legal and secretarial Due Diligence Audits for Corporates.
- Advisory and Audits on Corporate Social Responsibility.
- Setting up and Audits of board process and Corporate Governance system.

## **INTELLECTUAL PROPERTY RIGHTS - TRADE MARK AND COPY RIGHTS:**

International Law has established minimum standards for the protection of the expression of ideas and creativity. These are collectively called 'Intellectual Property Rights'; it encompasses a wide set of concepts including, but not limited to copyrights,

patents, designs, trademarks and trade secrets. Enforceable by a court of law under Indian legislations that parallel with accepted international standards.

Intellectual property is an asset and adds considerably to the normal value of goods and services. Apart from providing incentives for creators by attaching rights and monetary significance, it protects the originality of the product by creating value to the product thereby helping in build the image of the product.

- We provide several services for the protection of your intellectual property rights:
- Conducting expansive Trademark searches
- Drafting, filing and follow up of applications for Trademark and Copyright registration
- Appearing before the official registry for Trademarks and Copyrights

## **Our Values**

- Listen and respond to our stakeholders
- We work with mutual understanding and expectations of our stakeholders
- Achieve the highest standards of excellence and accuracy.
- To have continues objective of learning, development and improvement.
- Take pride in our work, Taking big challenges and positively dealing with them.
- Accountability towards the stakeholders for commitments, results, and quality, affordable, Economical and simple way.

We, the VS ASSOCIATES, assuring you the best services and healthy and long lasting professional relationship.

Regards,

For VS ASSOCIATES

Company Secretaries

Vijay Kumar Sharma