

**FCS/STX/2020**

**30<sup>th</sup> September, 2020**

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

**Subject:** Voting Result along with scrutinizer's report of 27<sup>th</sup> Annual General Meeting of the members of the Company pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we hereby submit the details regarding the voting results along with the scrutinizer's report for the business transacted at the 27<sup>th</sup> Annual General Meeting of the Shareholders of the Company which was held on Tuesday, 29<sup>th</sup> September, 2020 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The details of the voting results and the scrutinizer's report are attached herewith as prescribed under the SEBI Regulations.

This is for your information and record.

Please take note of the same.

Thanking You,

Yours faithfully,

For **FCS Software Solutions Limited**

**FCS Software Solutions Ltd.**

**Company Secretary**

Harsha Sharma

**(Company Secretary)**

**Membership No.: A33548**

enterprise interfaces  
collaborative platforms  
business processes



Details of Voting Results							
Combined results of votes cast by Remote e-voting as provided by Link Intime India Pvt Ltd and the polling process at the AGM							
Date of the AGM				29th September 2020			
Total number of shareholders on record date				124590			
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:				According to various circulars of Ministry of Corporate affairs and SEBI, physical presence of shareholders has been dispensed with. Hence, there was zero shareholder present in physical.			
Public							
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:				1			
Public				71			
Resolution No.1							
Resolution required: (Ordinary/ Special)				Ordinary			
Discription of Resolution Considered				Adoption of the Audited Financial Statements for the year ended 31st March, 2020 together with the reports of the Directors and Auditors thereon.			
Whether promoter/ promoter group are interested in the agenda/resolution?				No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000
	Poll		0	0.0000	0	0	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000
	<b>Total</b>		<b>335916060</b>	<b>99.9862</b>	<b>335916060</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	568300	0	0.0000	0	0	0.0000
	Poll		0	0.0000	0	0	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	1373022350	480873702	35.0230	480860875	12827	99.9973
	Poll		37450	0.0027	37450	0	100.0000
	Postal Ballot		0	0.0000	0	0	0.0000
	<b>Total</b>		<b>480911152</b>	<b>35.0257</b>	<b>480898325</b>	<b>12827</b>	<b>99.9973</b>
<b>Total</b>		<b>1709553100</b>	<b>816827212</b>	<b>47.7802</b>	<b>816814385</b>	<b>12827</b>	<b>99.9984</b>
Whether Resolution Pass or Not				Yes			

FCS Software Solutions Ltd.

  
Company Secretary

## Resolution No.2

Resolution required: (Ordinary/ Special)			Ordinary					
Discription of Resolution Considered			Re-appointment of Mr. Mahendra Pratap Singh (DIN: 08201381) as Non-Executive Director of the Company who was liable to retire by rotation, on the same terms and conditions					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>335916060</b>	<b>99.9862</b>	<b>335916060</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	568300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	1373022350	480872902	35.0229	480838424	34478	99.9928	0.0072
	Poll		37400	0.0027	37400	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>480910302</b>	<b>35.0257</b>	<b>480875824</b>	<b>34478</b>	<b>99.9928</b>	<b>0.0072</b>
<b>Total</b>		<b>1709553100</b>	<b>816826362</b>	<b>47.7801</b>	<b>816791884</b>	<b>34478</b>	<b>99.9958</b>	<b>0.0042</b>
Whether Resolution Pass or Not			Yes					

FCS Software Solutions Ltd.


  
Company Secretary

## Resolution No.3

Resolution required: (Ordinary/ Special)		Ordinary						
Discription of Resolution Considered		Appointment of Mr. Rajkumar Manikpuri as Non- Executive Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>335916060</b>	<b>99.9862</b>	<b>335916060</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	568300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	1373022350	480872902	35.0229	480838675	34227	99.9929	0.0071
	Poll		37400	0.0027	37400	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>480910302</b>	<b>35.0257</b>	<b>480876075</b>	<b>34227</b>	<b>99.9929</b>	<b>0.0071</b>
<b>Total</b>		<b>1709553100</b>	<b>816826362</b>	<b>47.7801</b>	<b>816792135</b>	<b>34227</b>	<b>99.9958</b>	<b>0.0042</b>
Whether Resolution Pass or Not		Yes						

FCS Software Solutions Ltd.


  
Company Secretary

Resolution No.4								
Resolution required: (Ordinary/ Special)			Special					
Discription of Resolution Considered			Consideration and approval of remuneration payable to Mr. Sunil Sharma, Executive Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>335916060</b>	<b>99.9862</b>	<b>335916060</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	568300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	1373022350	480872902	35.0229	480838424	34478	99.9928	0.0072
	Poll		37400	0.0027	37400	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>480910302</b>	<b>35.0257</b>	<b>480875824</b>	<b>34478</b>	<b>99.9928</b>	<b>0.0072</b>
<b>Total</b>		<b>1709553100</b>	<b>816826362</b>	<b>47.7801</b>	<b>816791884</b>	<b>34478</b>	<b>99.9958</b>	<b>0.0042</b>
Whether Resolution Pass or Not			Yes					

FCS Software Solutions Ltd.

  
Company Secretary

## **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman

**FCS SOFTWARE SOLUTIONS LIMITED**

CIN: L72100DL1993PLC179154

205, 2<sup>nd</sup> Floor, Agrawal Chamber IV,  
27, Near Sawarker Block, Vikas Marg, Shakerpur,  
Delhi-110092 India

**For 27<sup>th</sup> (Twenty Seventh) Annual General Meeting ("AGM") of Members of the Company held on Tuesday, 29<sup>th</sup> September, 2020 at 11:00 A.M. through Video Conferencing (VC)/Other Audio-Visual Means(OAVM).**

Dear Sir,

I, Shashi Shekhar, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-voting process at the AGM and for ascertaining the requisite majority on remote e-voting carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the resolution mentioned in notice of AGM dated September 04, 2020 for 27<sup>th</sup> AGM of the members of the Company held on Tuesday, 29<sup>th</sup> day of September, 2020 at 11:00 A.M. through video conferencing ("VC") / Other Audio-Visual Means ("OAVM").


1. Pursuant to Section 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the Notice convening the Meeting including Statement under section 102 of the Act has been sent via mail on 04<sup>th</sup> September, 2020; and subsequently, the notice convening the meeting was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by Link Intime India Private Limited (LIIPL).
2. The remote e-voting period remained open from Saturday, 26<sup>th</sup> September, 2020 (9:00 A.M.) and ends on Monday, 28<sup>th</sup> September, 2020 (5:00 P.M.) and members were required to cast their votes electronically conveying their assent or dissent in respect of

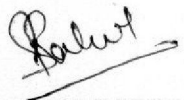
the resolutions on the remote e-voting platform provided i.e. <https://instavote.linkintime.co.in> of Link Intime India Private Limited (LI IPL).

3. The Company has appointed Link Intime India Private Limited (LI IPL) as the service provider for providing the facility of remote e-voting to the members of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on the item of the business sought to be transacted at the 27<sup>th</sup> AGM of the Company.
4. In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.
5. The Members of the Company as on the “cut off date” i.e. 22<sup>nd</sup> September, 2020 were entitled to avail the facility of remote e-voting or voting at the AGM on the proposed resolution (Item no. 1 to 4) as set out in the notice dated September 04<sup>th</sup>, 2020.
6. In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting where remote e-voting has been offered to the members. Therefore, the Chairman ordered for insta poll at AGM as per Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 & Rule 21 of the Companies (Management and Administration) Rules, 2014.
7. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 of 27<sup>th</sup> AGM of the

Company. My responsibilities as scrutinizer are restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolution stated in the notice of AGM.

8. After completion of votings at the AGM votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
9. Therefore, the votes casted through remote e-voting were unblocked after completion of the voting process at the AGM in the presence of two witnesses, Ms. Devika Arora and Mr. Rahul Sharma, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
\_\_\_\_\_  
Ms. Devika Arora

  
\_\_\_\_\_  
Mr. Rahul Sharma

10. A register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, folio number or client id of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
11. Based on the reports generated from the remote e-voting system provided by Link Intime India Private Limited (LIPL) and votes casted at AGM by Insta Poll, we submit the consolidated results of remote e-voting and Poll as under:



### Resolution 01-Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	104	816,789,770	0	0	94	816,776,943	10	12,827
Poll	4	37,450	0	0	4	37,450	0	0
<b>TOTAL</b>	<b>108</b>	<b>816,827,220</b>	<b>0</b>	<b>0</b>	<b>98</b>	<b>816,814,393</b>	<b>10</b>	<b>12,827</b>

Total Valid Votes (Total Shares-Invalid) = 816,827,220

Votes in Favour (% of Total Valid Shares) = 99.998%

Votes in Against (% of Total Valid Shares) = 0.002%

### Resolution 02-Ordinary Resolution

To appoint a Director in place of Mr. Mahendra Pratap Singh, Non-executive Director of the Company (DIN:08201381), who retire by rotation and being eligible, offer himself for appointment.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	103	816,788,962	0	0	90	816,754,484	13	34,478
Poll	3	37,400	0	0	3	37,400	0	0
<b>TOTAL</b>	<b>106</b>	<b>816,826,362</b>	<b>0</b>	<b>0</b>	<b>93</b>	<b>816,791,884</b>	<b>13</b>	<b>34,478</b>

Total Valid Votes (Total Shares-Invalid) = 816,826,362

Votes in Favour (% of Total Valid Shares) = 99.996%

Votes in Against (% of Total Valid Shares) = 0.004%

### Resolution 03-Special Resolution

Appointment of Mr. Rajkumar Manikpuri (DIN:08614902) as non-executive Independent Director of the Company.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	103	816,788,962	0	0	91	816,754,735	12	34,227
Poll	3	37,400	0	0	3	37,400	0	0
<b>TOTAL</b>	<b>106</b>	<b>816,826,362</b>	<b>0</b>	<b>0</b>	<b>94</b>	<b>816,792,135</b>	<b>12</b>	<b>34,227</b>

**Total Valid Votes(Total Shares-Invalid) = 816,826,362**

**Votes in Favour (% of Total Valid Shares) = 99.996%**

**Votes in Against (% of Total Valid Shares) = 0.004%**

### Resolution 04-Special Resolution

Consider and approve remuneration of Mr. Sunil Sharma, executive Director of the Company.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	103	816,788,970	0	0	90	816,754,492	13	34,478
Poll	3	37,400	0	0	3	37,400	0	0
<b>TOTAL</b>	<b>106</b>	<b>816,826,370</b>	<b>0</b>	<b>0</b>	<b>93</b>	<b>816,791,892</b>	<b>13</b>	<b>34,478</b>

**Total Valid Votes (Total Shares-Invalid) = 816,826,370**

**Votes in Favour (% of Total Valid Shares) = 99.996%**

**Votes in Against (% of Total Valid Shares) = 0.004%**

12. All the papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizers until the chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizers shall hand over the related papers to the Company.
13. Based on the above voting, the resolution carried on with requisite majority, accordingly we request the Chairman of the Twenty Seventh AGM, to announce the result of the meeting.

Thanking you,

Yours Faithfully,



**CS SHASHI SHIEKHAR**  
Scrutinizer  
Membership No:-37987  
C.P. No:-14145

Date: 30.09.2020  
Place: Delhi



Signed by Mr. Shayam Sunder Sharma  
Chairman of the meeting