

**FCS/STX/140/2019**

**31<sup>st</sup> July, 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

**Subject:** Voting Result along with scrutinizer's report of 17<sup>th</sup> Extra-Ordinary 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 17<sup>th</sup> Extra-Ordinary General Meeting of the Shareholders of the Company which was held on Tuesday, 30<sup>th</sup> July, 2019 at 09:00 A.M. at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110074.

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 CDSL and the polling process at the EGM								
Date of the EGM				30th July, 2019				
Total number of shareholders on record date				114021				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public				3		76		
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public				No video conferencing facility was provided				
<b>Agenda No.1</b>								
Resolution required: (Ordinary/ Special)				Special Resolution: To consider and approve the scheme of Amalgamation/Arrangement of Insync Business Solutions Limited ("Transferor Company-1"), Innova e Services Private Limited ("Transferor Company-2"), Stablesecure Infraservices Private Limited ("Transferor Company-3"), cGain Analytics Private Limited ("Transferor Company-4") and Zero Time Constructions Private Limited ("Transferor Company-5") with FCS Software Solutions Limited ("Transferee Company") and their respective shareholders and creditors under Section 233 of the Companies Act, 2013				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		335916060	100	335916060	0	100.00	0
	Poll	335962450	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	335962450	335916060	100	335916060	0	100.00	0
Public- Institutions	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	1111450	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting		480652041	35.02	480652041	0	100.00	0.00
	Poll	1372479200	534502	0.04	534502	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1372479200	481186543	35.06	481186543	0	100.00	0.00
Total		1709553100	817102603	47.80	817102603	0	100.00	0.00





**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 DL 110092 IN

**For 17<sup>th</sup> Extra-Ordinary General Meeting ("EGM") of members of the Company held on Tuesday, 30<sup>th</sup> day of July, 2019 at 9:00 A.M. at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110074.**

Dear Sir,

I, Shashi Shekhar, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-voting process and also voting by means of Poll at the EGM and for ascertaining the requisite majority on remote e-voting and also on poll 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 EGM dated June 28, 2019 for 17<sup>th</sup> EGM of the members of the Company held on Tuesday, 30<sup>th</sup> day of July, 2019 at 9:00 A.M. at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110074.

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 dispatched by post on 05<sup>th</sup> July, 2019 and by e-mail on 06<sup>th</sup> July, 2019; 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 (LIPL).



2. The Public Advertisement with respect to dispatch of notice and conducting of voting through electronic means was published in an English newspaper having wide circulation and a vernacular newspaper on the 09<sup>th</sup> July, 2019.
3. The remote e-voting period remained open from Saturday, 27<sup>th</sup> July, 2019 (9:00 A.M.) and end on Monday, 29<sup>th</sup> July, 2019 (5:00 P.M.) on the designated website i.e. <https://instavote.linkintime.co.in> of Link Intime India Private Limited (LIIPL).
4. The Company has appointed Link Intime India Private Limited (LIIPL) 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 17<sup>th</sup> EGM of the Company.
5. The Members of the Company as on the "cut off date" i.e. 23<sup>rd</sup> July, 2019 were entitled to avail the facility of remote e-voting or voting at the EGM on the proposed resolution (Item no. 1) as set out in the notice dated June 28<sup>th</sup>, 2019.
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 poll at EGM 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 17<sup>th</sup> EGM 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 EGM.
8. After completion of Poll at the EGM votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the Members who participated in Poll at EGM.



9. Therefore, the votes casted through remote e-voting were unblocked after completion of Poll at the EGM in the presence of two witnesses, Ms.Devika Arora and Ms.Manisha Singh, 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



Ms.Manisha Singh

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 (LIIPL) and votes casted through Poll at EGM, we submit the consolidated results of remote e-voting and Poll as under:



**Resolution 01- Special Resolution**

To consider and approve the scheme of Amalgamation/Arrangement of Insync Business Solutions Limited ("Transferor Company-1"), Innova e Services Private Limited ("Transferor Company-2"), Stablesecure Infraserivices Private Limited ("Transferor Company-3"), eGain Analytics Private Limited ("Transferor Company-4") and Zero Time Constructions Private Limited ("Transferor Company-5") with FCS Software Solutions Limited ("Transferee Company") and their respective shareholders and creditors under Section 233 of the Companies Act, 2013.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e voting	27	816,568,101	0	0	27	816,568,101	0	0
Poll	71	816,674,523	10	816,140,021	61	534,502	0	0
<b>TOTAL</b>	<b>98</b>	<b>1,633,242,624</b>	<b>10</b>	<b>816,140,021</b>	<b>88</b>	<b>817,102,603</b>	<b>0</b>	<b>0</b>

Total Valid Votes(Total Shares-Invalid) = 817,102,603

Votes in Favour (% of Total Valid Shares) = 100%

Votes in Against (% of Total Valid Shares) = 0%



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 EGM 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 Seventeenth EGM, to announce the result of the meeting.

Thanking you.



Yours Faithfully,  
**CS BHASHI SHEKHAR**  
Scrutinizer  
Membership No:-37987  
C.P. No:- 14143

Date: 31.07.2019  
Place: Delhi

  


Signed by Mr. Shayam Sunder Sharma  
Chairman of the meeting