

FCS/STX/107/2018

September 01, 2018

To,

The Dept. of Corporate Services
The Stock Exchange Mumbai
Dalal Street, Fort,
Mumbai: 400001

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

Subject: Notice of 25th Annual General Meeting of the Company.

Dear Sir,

Pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed herewith the Notice of 25th Annual General Meeting (AGM) of FCS Software Solutions Limited, scheduled to be held on Tuesday, 25th September, 2018 at 09:00 A.M at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110074.

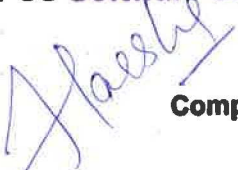
This is for your information and record.

Please take note of the same.

Thanking You,

Yours faithfully,

FCS Software Solutions Ltd. limited



Company Secretary

Harsha Sharma

(Company Secretary)

Membership No.: A33548



NOTICE

NOTICE is hereby given that the 25th ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. FCS SOFTWARE SOLUTIONS LIMITED will be held at The Executive Club, 439, Village Sahoopur, Fatehpur Beri, New Delhi- 110074 on Tuesday, 25th September, 2018 at 9:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended as on 31st March, 2018 together with the reports of the Directors and Auditors thereon.
2. To consider re-appointment of Mr. Sunil Sharma (DIN-05359128), Executive Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment as an Executive Director of the Company.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification (s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 of Companies Act, 2013 and other applicable and related provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for payment of maximum remuneration upto Rs. 12,00,000/- (Rupees Twelve Lakhs) annually to Mr. Sunil Sharma (DIN No. 05359128), by way of salary, perquisites and allowances as may be mutually agreed between the Board of Directors and Mr. Sunil Sharma.”

4. **Regularisation of Mr. Mahendra Pratap Singh, as an Additional Director**

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, Mr. Mahendra Pratap Singh, holding (DIN 08201381), who was appointed as an Additional Director in the board meeting that was held on August 14, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a recommendation has been received from nomination and remuneration committee under Section 160 of the Companies Act, 2013, proposing his candidature, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Dalip Kumar, Chairman & Managing Director or Mr. Sunil Sharma, Director or Ms. Harsha Sharma, Company Secretary of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.

RESOLVED FURTHER THAT Ms. Harsha Sharma, the Company Secretary of the Company, be and is hereby authorised to issue/ provide certified true copies of this resolution, as may be required.”

5. **Alteration of Objects Clause in the Memorandum of Association of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is

hereby altered by inserting the following sub-clause under Part- A of Clause III, after the existing sub-clause 2 and the remaining sub-clauses be re-numbered accordingly:

3. To deal in any or all types of Computer Hardware, Electronic and Communication Equipment, mini and micro computers, personal computers, computer peripherals, microprocessor based system, floppy diskettes, winchester hard disc drives, terminals, monitors, daisy wheel printers, digitizers, plotters, scanners, electronic sketch pads, process control equipment, cards, magnetic tapes, cartridge disk dispacks, computer stationary, printer ribbons, computer files stores, spare parts, components and assemblies including computer memory chips or any associated products and their accessories to attain the objectives.
4. To advise or render services like staff and management recruitment, training and placements, technical analysis of data, electronic data processing, preparation of project reports, surveys and analysis for implementation of projects and review of their progress, critical path analysis, organization and method studies, and other modern management techniques and to establish and render consultancy and other services of professional and technical nature to industries, firms, associations, enterprises, institutions, bodies corporate offices and all types of concerns and to undertake assignments, jobs and appointments and to enter into any contracts relating thereto.
5. To carry on the business as a Data Center Company for carrying out internet infrastructure related businesses including Call Centers, Knowledge Process Outsourcing, Business Process Outsourcing, Online Market Surveys, Online Marketing, Business Processing Outsourcing, Information Technology Enabled Services (ITES), E-Business, E-Commerce Services, Payment Gateways, Data Integration, format conversion and integration, digital data publishing and to carry out internet based mass electronic storage related activities such as storage on demand service, backup on demand service and provide infrastructure for the same.
6. To carry on business support services, back office and agency work in the fields of financial services including insurance, retail solutions, education services, solutions for telecom and services industry, sales and services, data processing, system analysis and design, programming, data storage, software documentation, computer based systems, and to deal in other office automation softwares or hardwares and all related activities to provide end to end solutions for all industries.
7. To carry on the business of leasing or letting out all kind of immovable property including IT Infrastructural property whether freehold , leasehold to any person, firm, company, body corporate or association of persons in India or abroad and to accept payment for any property or rights sold, rented, leased, hired out or otherwise disposed off or dealt with by the company, either in cash, by installments or otherwise, or on the basis of a commission, remuneration or a fee etc. and to carry on any other business that is customarily, usually and conveniently carried on therewith in or outside India.

“RESOLVED FURTHER THAT Clause III (Objects Clause) of the Memorandum of Association of the company, be and is hereby altered by substituting the existing following sub-clauses under Part-B of Clause III, in the following manner:

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-

1. To buy, exchange, alter, improve, manipulate, prepare for market, import deal in all kinds of plants, machinery, apparatus, tools, utensils, substances materials and things necessary or convenient in carrying on all or any of the above main businesses of the Company.
2. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, for any purpose whatsoever conducive to the interest of the Company.
3. To promote, carry on, maintain and develop, trade of all kinds, and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
4. To adopt such means of making known the business activities and products of the Companies as may seem expedient and particularly advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations and holding exhibitions, demonstrations and displays.

5. To buy, sell, manufacture, repair, alter and exchange, let on hire, export, import and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
6. To apply for purchase or otherwise acquire and protect and renew in India or any other part of the world any patent, rights, brevets, inventions, trademarks, designs, licenses, concessions, and the like and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend the money in experimenting upon, testing or improving any such patents, inventions or rights.
7. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licenses, leases, grants and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
8. To act as technical consultants and to suggest ways and means for improving efficiency in the factories and plants and in this connection to advise on and assist in operation of new improved techniques of production, administration and sales for obtaining optimum utilization of resources, men, material, machines and money and to float, promote form subsidiary and assist company, body, corporate, firm, association, society or any other organization for the execution of undertakings, works, projects to prepare computer schemes, plans, designs, drawings and estimates for factories, plants and services and to take jobs for design, manufacture, supply, erection, and commissioning of plants and equipment's on a turnkey basis.
9. To act as advertising agents, advertisement contractors and designers of advertisements, for the purpose of business of company.
10. To open, establish, run schools, colleges or institutions for instruction and training of people in the fields of management, administration, commerce, information processing or any other field for the benefit and business of the company.
11. To amalgamate, enter into partnership, or enter into collaboration, agreement or arrangement or understanding or association with any Indian or foreign, company or body corporate or firm of individuals for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
12. To open and operate current, fixed or overdraft accounts with any bank, bankers or institutions and to pay into and draw money from such accounts.
13. To create and issue equity, preference and guaranteed shares or stock or debentures and to redeem, buy back, cancel and accept surrenders of any such shares or stocks.
14. To establish or promote or concur in establishing or promoting any company or companies for the purposes of acquiring all or any of the property rights and liabilities of the Company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
15. To enter into contracts, agreements and arrangements with any other company for the carrying out, by such other company on behalf of the Company, of any of the objects for which the company is formed.
16. To purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the company and in particular any land, buildings, easements, machinery, plant, vehicles and stock-in trade and to make advance of such sums or money in order to acquire the above mentioned assets upon such terms with or without security as the Company may deem expedient.
17. To undertake, acquire, subscribe for, buy, sell, take up, hold or otherwise deal in shares, stocks, debentures, bonds, obligations and securities and to hold the same as investment or stock-in-trade and realize or sell the same.

18. To lend or advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of or by any such persons or Companies.
19. To give guarantees and to carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interests or other moneys secured or payable by the Company.
20. To sell, mortgage, exchange, grant leases, licenses, easements and other rights in respect of improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including by way of shares, debentures, or securities of any other Company, whether partly paid up or fully paid up.
21. To receive money on deposit or loan and borrow or raise in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock, (perpetual or otherwise) and to secure the repayment of and, money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be but shall not carry on the business of banking as defined in the Banking Regulation Act, 1949, subject to Section 73 to 76 of the Companies Act, 2013, and RBI directives.
22. Subject to the provisions of the Act, to lend, advance, invest and deal with money and funds of the Company in such manner as may from time to time be determined or deemed fit by the Board of Directors.
23. In connection with the business of the Company to advance or lend money to the customers who fulfill certain obligations as may be laid down by the Company.
24. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to protect and indemnify whole or part or portion thereof either on mutual principle or otherwise.
25. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on business which this Company is authorized to carry on or possessed of or property suitable for the purposes of the Company.
26. To let out on hire all or any of the property of the Company whether real or personal, immovable or moveable.
27. To draw accept, endorse, discount execute, and issue hundies promissory notes, bills of exchanges drafts, warrants debentures and such other negotiable instruments and securities of all descriptions in connection with the main business of the Company.
28. To remunerate any person including any director any firm or corporation rendering services to the Company, whether by cash payment or by giving him or them a commission on the profits of any particular transaction or a share in the general profits of the Company, or by allotment to him or them of shares or securities of the Company credited or paid up in full or in part or otherwise.
29. Subject to the provisions of Companies Act, 2013, to amalgamate with any person or company whose objects in whole or in part are similar to the objects of this Company whether by sale or purchase (for fully or partly paid shares or otherwise) of all the shares or stock of any company, or in any other such manner of all types.
30. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India or abroad.
31. To dispose of the undertaking of the Company or any part thereto for such consideration as the Company may think fit and in particular or shares, debentures or securities of any other such Company having objects similar to or analogous with the objects of this Company.

32. To pay for any rights or property acquired by the Company and to pay commission or remunerate any person or company for services rendered or to be rendered whether by cash payment or by allotment of shares, debenture or other securities of the Company, credited as paid up in full or in part or otherwise.
33. To sell, or let on lease or on hire purchase, land, grants, licenses, easements and other rights over and in any other manner whatsoever to transfer, deal with dispose off the undertaking, property, assets, rights and effects of the Company or any part thereof or any articles or goods whether made by the Company or not for such consideration as the Company may think fit and in particular, for shares, stocks, debentures, debenture bonds or other securities of any other Company.
34. To enter into any arrangement with any government or authority, Central, State, Municipal, Local or Foreign or Public body or otherwise any person or company that may seem conducive to the Company's objects or any of them and to carry out, exercise and comply with any such arrangements.
35. To establish, provide, maintain and conduct or otherwise subsidies and assist research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments, tests and inventions that may be considered likely to assist any of the business which the Company is authorised to carry on.
36. To establish, maintain and procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or services of the Company or any Company which is subsidiary of the Company or who are or were at any time the directors or officers of the Company or of any such other company as aforesaid and their wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interest and well being of the Company, or its employees and make payments to or towards the insurance of such person (s) as aforesaid and or any of the matters aforesaid either alone or in conjunction with such other company as aforesaid.
37. To appoint attorneys and agents whether on commission or otherwise. Constitute agencies and sub-agencies of the Company in India or elsewhere, in connection with the business of the Company.
38. To appoint Directors or Managers of any subsidiary company or any other company in which this Company is or may be interested.
39. To take part in the management, supervision and conduct of the business or operations of any company or undertaking and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts or agents.
40. To transact and carry on all kinds of agency business and to be appointed and act as agents to any company, convened and to do and perform all and singular the several duties and authorities pertaining to such offices respectively and to comply with and to become bound by all restrictions, limitations and conditions pertaining to such offices respectively or imposed by the terms of any agreement or arrangement entered into for any of the purposes aforesaid.
41. To alienate, transfer, gift, sell, donate, settle or dispose of any property of the Company with or without consideration and upon such terms and conditions as the Board of Directors may deem fit.
42. To carry out in any part of the world all or any part of the foregoing objects as principals, agents, factors, trustees, contractors or otherwise and either by or through agents, sub-contractors or otherwise and either alone or in conjunction with others.
43. To Make donation either of cash or any other asset or property, to subscribe, contribute or grant money for any charitable, scientific, religious, benevolent, national, public or other institutions, funds, persons, associations, subjects or for any other useful objects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Dalip Kumar, Chairman & Managing Director or Mr. Sunil Sharma, Director or Ms. Harsha Sharma, Company Secretary or Mr. Anil Kumar Sharma, Chief Financial Officer of the Company be and are hereby authorised to file, sign, verify and execute all such e-forms, papers or documents, as may be required

and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution, as may be required by the ROC and/or any statutory/regulatory authority.”

6. Alteration in the Memorandum of Association as per Companies Act, 2013

To consider and, if thought fit, to pass with or without modification the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Alteration of existing Memorandum of Association of the Company (“Memorandum”) in the manner herein below provided.

- A. The Word (The Companies Act, 1956), in the heading of the Memorandum be substituted with the word (The Companies Act, 2013).
- B. To replace the Word “The Companies Act, 1956” wherever appear in Memorandum with the word “The Companies Act, 2013” and further, the relevant sections of Companies Act, 1956 shall be replaced accordingly with the corresponding sections of Companies Act, 2013.
- C. The word ‘Main’ be deleted in the heading of Clause III A of the Memorandum of the Company.
- D. The title to Part (B) of Clause III of the Memorandum of Association of the Company i.e. “The objects incidental or ancillary to the attainment of the main objects are:- be and is hereby altered by replacing the existing title with the following new title and clauses starting from Clause 1 to Clause 43 be inserted after Clause III(B) and renumbered as:
“III(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:”
- E. The Clause IV of the Memorandum of the Company, be substituted as under:
IV. “The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Dalip Kumar, Chairman & Managing Director or Mr. Sunil Sharma, Director or Ms. Harsha Sharma, Company Secretary of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.

**By order of the Board of Directors
For FCS Software Solutions Limited**

Sd/-

Harsha Sharma
(Company Secretary)

Place: Noida
Date: 24/08/2018

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated under Item No. 3, 4, 5, & 6 are annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
3. Pursuant to Section 105 of Companies Act, 2013 and rules made there under, a person shall not act as a proxy for more than 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
7. The Register of Members and Shares Transfer Books of the Company will remain closed from September 19, 2018 to September 20, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.

Voting through electronic means

9. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (‘Amended Rules 2015’) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company has provided a facility to the members to exercise their vote electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are prescribed below :

The instructions for shareholders voting electronically are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September, 2018 at 9:00 A.M. and ends on 24th, September, 2018 at 5:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders/ Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| Dividend Bank Details or Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of FCS Software Solutions Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General

- (A) The voting period begins on 22nd September, 2018 (9:00 am) and ends on 24th September, 2018 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2018 may follow the same instructions as mentioned above for e-voting.
- (C) Mr. Shashi Shekhar, Practicing Company Secretary (Membership No. 37987) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 18th September, 2018.

**By order of the Board of Directors
For FCS Software Solutions Limited**

Sd/-

Place: Noida

Harsha Sharma

Date: 24/08/2018

(Company Secretary)

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS
PER REGULATION 36 OF LISTING REGULATIONS WITH
THE STOCK EXCHANGE:**

| | |
|---------------------------------------------------------|-----------------------------------------------------------------------------|
| Name Of Directors | Mr. Sunil Sharma |
| Date of Birth | 10th May, 1975 |
| Category/Designation | Director |
| Nationality | Indian |
| Date of Appointment on the Board | 13/08/2016 |
| Expertise in specific functional area | More than 17 years of experience as electronics and communication engineer. |
| Other Directorship in the Other Listed Companies | NIL |
| Committee position in other Listed entities | NIL |

| | |
|---------------------------------------------------------|--------------------------------------------------------------------|
| Name Of Directors | Mr. Mahendra Pratap Singh |
| Date of Birth | 15th December, 1961 |
| Category/Designation | Director |
| Nationality | Indian |
| Date of Appointment on the Board | 14/08/2018 |
| Expertise in specific functional area | More than 32 years of experience in the field of legal consultancy |
| Other Directorship in the Other Listed Companies | NIL |
| Committee position in other Listed entities | NIL |

Inter-se relationship between directors as required under Regulation 36 (3) (e) of Listing Regulation:

None of the above Directors are related to any other Directors of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned under Item No. 3,4,5 & 6 of the accompanying Notice dated August 24, 2018.

Item no.3

Pursuant to the provisions of Section 197 of Companies Act, 2013 and other applicable and related provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 the fixation of remuneration of Director requires the approval of shareholders through ordinary resolution. For this purpose, it is proposed to pass the above resolution by way of shareholders’ approval.

None of the Directors and Key Managerial Personnel of the Company or any of their relatives except Mr. Sunil Sharma have any particular interest or concern, financial or otherwise in this item of business.

The Board recommends resolutions under Item No. 3 to be passed as a ordinary resolution.

Item No. 4

Mr. Mahendra Pratap Singh was appointed as an Additional Director w.e.f. August 14, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 he holds office up to the date of the ensuing Annual General Meeting. In this regard the nomination and remuneration committee has recommended the appointment of Mr. Mahendra Pratap Singh as Non-Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mahendra Pratap Singh on the Board is desirable and would be beneficial to the company and hence recommend Item No. 4 for approval.

None of the Directors and Key Managerial Personnel of the Company or any of their relatives except Mr. Mahendra Pratap Singh have any particular interest or concern, financial or otherwise in this item of business.

Item No. 5

Your company has decided to amend its main objects by inserting more possible scope of operations which will expand its possible scope of operations. The Board of Directors, at their meeting held on 24.08.2018 has approved the alteration of Memorandum of Association of the Company.

To enable the Company to commence the business as inserted in Object clause, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 3 to 7 after the existing sub-clause 2 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies and any other Statutory or Regulatory Authority, as may be necessary.

In terms of Section 13 of the Companies Act, 2013 approval of members in general meeting by way of special resolution is required to alter Memorandum of Association of the Company.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Object Clause of the Memorandum of Association as proposed in accompanying resolution. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Copy of Memorandum of Association of the company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day and shall also be placed on the website of the Company at www.fcsltd.com.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

The members are informed that the existing Objects clause III of the Memorandum of Association of the Company is divided into (A) Main Objects; (B) Objects incidental or ancillary to attain main objects and (C)

Other objects.

In terms of Section 4 of the Companies Act, 2013, Objects clause III of the Memorandum of Association of the Company shall state the objects for which the company is incorporated and any matter considered necessary in furtherance of the objects thereof. Also the liability clause IV is required to be modified in terms of the requirement of the aforementioned section.

Hence, in view of the notification of Companies Act, 2013 and rules there under and partial repeal of Companies Act, 1956 and it is proposed to amend the existing Memorandum of Association of the company to align the same with the Companies Act, 2013.

In terms of Section 13 of the Companies Act, 2013 approval of members in general meeting by way of special resolution is required to alter Memorandum of Association of the Company.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Object Clause of the Memorandum of Association as proposed in accompanying resolution. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

Copy of Memorandum of Association of the company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day and shall also be placed on the website of the Company at www.fcsltd.com.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

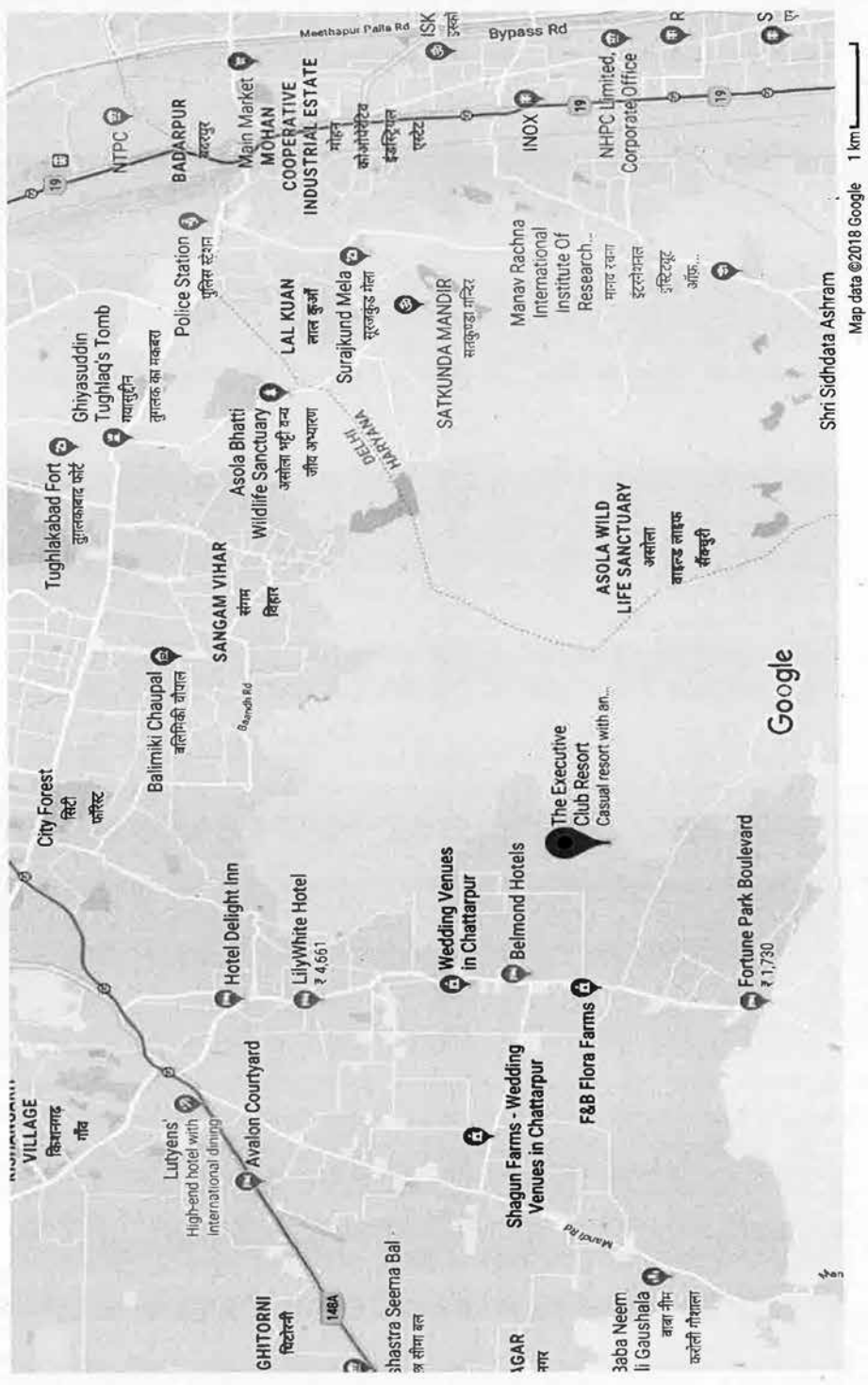
**By order of the Board of Directors
For FCS Software Solutions Limited**

Place: Noida

Date: 24/08/2018

Sd/-
Harsha Sharma
(Company Secretary)

Google Maps
The Executive Club Resort
 AGM Venue, 2018



FCS SOFTWARE SOLUTIONS LIMITED

[CIN No: L72100DL1993PLC179154]

Registered Office: 205, 2ndFloor, Agrawal Chamber IV, 27, Veer Sawarkar Block,
Vikas Marg, Shakarpur, Delhi-110092, **Phone:** 011-42418371

Website: www.fcsltd.com; **Email:** investors@fcsltd.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L72100DL1993PLC179154

Name of the company: FCS Software Solutions Limited

Registered office: 205, 2ndFloor, Agrawal Chamber IV, 27, Veer Sawarker Block, Vikas Marg, Shakarpur,
Delhi-110092

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company,
hereby appoint

1. Name:

Address:

E-mail Id: Signature:....., or failing him

2. Name:

Address:

E-mail Id: Signature:....., or failing him

3. Name:

Address:

E-mail Id: Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on Tuesday, 25th day of September, 2018 at 9:00 A.M at the Executive Club, 439, Village Sahoopur, Fatehpur Beri, New Delhi- 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S.NO | RESOLUTIONS | ASSENT | DISSENT |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|---------|
| Ordinary Business: | | | |
| 1. | To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 together with the reports of the Directors and Auditors thereon. | | |
| 2. | To consider re-appointment of Mr. Sunil Sharma (DIN-05359128), as Executive Director of the Company, who liable to retires by rotation. | | |
| Special Business: | | | |
| 3. | To fix Remuneration of Mr. Sunil Sharma, Director of the Company. | | |
| 4. | Regularization of Mr. Mahendra Pratap Singh, as an Additional Director | | |
| 5. | Alteration of Objects Clause in the Memorandum of Association of the Company | | |
| 6. | Alteration in the Memorandum of Association as per Companies Act, 2013 | | |

Signed this..... day of..... 2018

Affix
Re. 1/-
Revenue
Stamp

Signature of shareholder.....

Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

FCS SOFTWARE SOLUTIONS LIMITED

[CIN- L72100DL1993PLC179154]

Registered Office: 205, 2nd Floor, Agrawal Chamber IV, 27, Veer Sawarker Block,
Vikas Marg, Shakarpur, Delhi-110092, **Phone:** 011-42418371
Website: www.fcsltd.com; **Email:** investors@fcsltd.com

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

| | |
|----------------------------|--|
| Regd. Folio No. | |
| Name of Shareholder | |
| No. of Shares held | |
| DP. ID. No. | |
| Client ID. No. | |

I/ We certify that I/We are Member(s) / Proxy of the Member(s) of the Company holding
Shares.

Hereby record my presence at the 25th Annual General Meeting of the Company on Tuesday, 25th day of
September, 2018 at The Executive Club, 439, Village Sahoopur, Fatehpur Beri, New Delhi- 110074.

.....
Signature of Member/Proxy

Note: Please fill this attendance slip and hand over at the entrance of the meeting hall.