

Registered Office: 205, 2nd Floor, Agrawal Chamber IV, 27, Near Sawarker Block, Vikas Marg, Shakerpur, Delhi – 110 092.

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

NOTICE

NOTICE IS HEREBY given to the members of the Company pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, the company is providing its members facility to exercise their rights to vote on resolutions proposed to be passed in the Annual General Meeting ("meeting") of the Company scheduled to be held on Thursday, 24th day of September, 2015 at 9 A.M. at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110 074. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting ("remote e-voting"). The Company has engaged Central Depository Services (India) Limited ("CDSL") as the agency to provide electronic voting facility. The procedure for e-voting is described in notes to Notice.

The Notice containing details of electronic voting has been dispatched to members. The Notice of the meeting are available on the website of the Company at www.fcsltd.com.

The remote e-voting facility shall commence from Monday, 21st September, 2015 at 9:00 A.M. and ends on Wednesday, 23rd September, 2015 at 5:00 P.M. The remote e-voting shall not be allowed beyond the said date and time.

A person whose name appears in the register of Members/ Beneficial Owners as on the cut- off date i.e. Friday, September 18, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.

Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, September 18, 2015, may obtain the user ID and password by sending a request at investors@fcsltd.com. The detailed procedure for obtaining the user ID and password is also described in the Notice of the Meeting which is available on the Company's website. If the member is already registered with the CDSL for e-voting then he can use his existing user ID and password for casting the vote through remote e-voting.

The members who have already exercised their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The facility for voting through Poll shall be made available at the meeting and the members attending the meeting who have not exercised their vote by remote e-voting shall be able to vote at the meeting through Poll.

In case you have any queries/issues/grievances connected with e-voting, you may refer the frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cDSLindia.com or contact Mr. Gagan Kaushik, Company Secretary at Corporate Office FCS House, Plot no. 83, NSEZ, Noida Dadri Road, Phase II, Gautam Buddha Nagar, Noida - 201 305, or at phone no. 0120-4635900 or e-mail at investors@fcsltd.com.

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

Sd/-

(Gagan Kaushik)

Company Secretary

Place : Noida

Date : September 3, 2015