

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF FCS SOFTWARE SOLUTIONS LIMITED HELD ON FRIDAY, 19<sup>TH</sup> APRIL, 2019 AT 03:30 P.M. AT CORPORATE OFFICE AT FCS HOUSE, PLOT NO. 83, NSEZ, PHASE-II, GAUTAM BUDH NAGAR, NOIDA -201305**

**APPROVAL FOR THE SCHEME OF AMALGAMATION AMONG FCS SOFTWARE SOLUTIONS LIMITED (HOLDING COMPANY) (TRANSFEEE COMPANY) with the INSYNC BUSINESS SOLUTIONS LIMITED, INNOVA E SERVICES PRIVATE LIMITED, STABLESECURE INFRASERVICES PRIVATE LIMITED, CGAIN ANALYTICS PRIVATE LIMITED AND ZERO TIME CONSTRUCTIONS PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY COMPANIES) (TRANSFEROR COMPANIES) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.**

The Board of Directors discussed and deliberated over the amalgamation among FCS Software Solutions Limited (Holding Company) / (Transferee Company) with the Insync Business Solutions Limited, Innova e Services Private Limited, Stablesecure Infraserivices Private Limited, Cgain Analytics Private Limited And Zero Time Constructions Private Limited (Wholly Owned Subsidiary Companies) / (Transferor Companies) and their respective Shareholders and Creditors with special reference to the feasibility of conveniently combining the businesses/undertakings of its wholly owned subsidiary Companies with the Company and other synergic, administrative, operational and monetary advantages derived upon combining of their businesses.

After the detailed discussion, the Board of Directors concluded that the businesses of the Companies can be conveniently combined to the greater advantage of the shareholders, creditors and other concerned persons. Thereafter following resolution was passed unanimously;

**"RESOLVED THAT** pursuant to the provisions of Section 233 of the Companies Act, 2013 and other applicable provisions of Companies Act,2013 read with Rule 25 Compromise Arrangements and Amalgamation Rules, 2016 as amended from time to time and in accordance with the Memorandum and Articles of Association of the Company and subject to the requisite approval of the shareholders/creditors of the Company and the sanction of the Regional Director (RD), Northern Region, Official Liquidator (OL) and/or any other appropriate authority, forum/Tribunal the Stock Exchanges where the shares of the company are listed and such other competent authority(ies) as may be applicable, the consent of the Board of Directors be and is hereby accorded to the Scheme of Amalgamation of FCS Software Solutions Limited (Holding Company) (Transferee Company) with the Insync Business Solutions Limited, Innova e Services Private Limited, Stablesecure Infraserivices Private Limited, Cgain Analytics Private Limited and Zero Time Constructions Private Limited (Wholly Owned Subsidiary Companies) (Transferor Companies)and their respective Shareholders and Creditors as per the terms and conditions mentioned in the Scheme of Amalgamation (the Scheme) placed before the Board and initialled by the Chairman of the meeting for the purposes of identification and that the said scheme be and is hereby approved with effect from 1<sup>st</sup> January, 2019 being the appointed date.



**RESOLVED FURTHER THAT** Mr. Dalip Kumar, Chairman & Managing Director or Mr. Shayam Sunder Sharma, Director or Mr. Anil Kumar Sharma, Chief Financial Officer or Ms. Harsha Sharma, Company Secretary of the Company be and are hereby severally authorized to take the necessary steps in connection with the Scheme, including and without limitation:

- (a) Filing of petitions / applications with the Regional Director, Northern Region and/or any other appropriate authority, forum/Tribunal as may be necessary and holding meetings of the shareholders / creditors of the Company as may be directed by the Regional Director, Northern Region and/or any other appropriate authority, forum/Tribunal to give effect to the Scheme;
- (b) Filing of petitions for confirmation of the Scheme with the Regional Director, Northern Region and/or any other appropriate authority, forum/Tribunal as may be necessary;
- (c) For the above purposes, to engage Practicing Company Secretaries / Advocates / Solicitors / and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (d) File the Scheme of Amalgamation with the BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE) under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (e) Obtaining approval and represent before the Stock Exchanges, MCA, Registrar of Companies, NCT Delhi & Haryana, National Company Law Tribunal Regional Director Northern Region, Official Liquidator and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Amalgamation;
- (f) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- (g) To sign and execute the request letters for obtaining the necessary No -Objection / sanction letters for the dispensation of the meetings of the shareholders/ creditors of the company for approving the Scheme of Amalgamation and thereafter submit the same on receipt thereof Regional Director, Northern Region and/or any other appropriate authority;
- (h) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (i) To take all procedural steps for having the Scheme of Amalgamation sanctioned by the Regional Director, Northern Region and/or any other appropriate authority, forum/Tribunal including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;



- j) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (k) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including not limited to the Regional Director, Northern Region and/or any other appropriate authority, forum/Tribunal, as may be expedient or necessary which does not materially change the substance of the Scheme;
- (l) To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the NCLT, stock exchanges where the shares of the Company are listed, The Registrar of Companies, NCT OF Delhi & Haryana, The Regional Director, Northern region, the Superintendent of Stamps, Delhi and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme”.
- (g) To affix the common seal of the Company on any document(s) as may be required in the presence of any Director or any of the authorised persons who shall countersign the same in connection with the purpose of the above resolution as may be required to facilitate the execution of documents / papers in connection with the Scheme.

**RESOLVED FURTHER THAT** the Board took note that since the Transferor Companies are wholly owned subsidiaries of FCS Software Solutions Limited, no shares shall be required to be issued to the shareholders of the Transferor Companies upon the amalgamation under the Scheme and the shares held by the shareholders of the Transferor Company shall be cancelled entirely. Accordingly, the Board deemed that no share exchange report to determine the share exchange ratio is required to be prepared in relation to the Scheme.

**RESOLVED FURTHER THAT** the draft declaration of solvency in form CAA-10 along with Statement of Assets and Liabilities of the Company, duly certified by the Statutory auditors of the Company along with their report thereon, as tabled before the Board, be and is hereby approved and any of the two Directors of the Company, be and are hereby authorized to sign the same, for and on behalf of the Board of Directors of the Company.



**RESOLVED FURTHER THAT** any director or Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution to any authority (ies) persons(s) or body corporate(s) etc., as may be required.”

**For on Behalf of FCS Software Solutions Limited**

  
**FCS Software Solutions Ltd.**

**Harsha Sharma**  
**Company Secretary**  
**ACS No. 33548**  
**Plot No. 83, NSEZ,**  
**Noida-201305**

enterprise interfaces

collaborative platforms

business processes

