

ManjuPathak

Associate Company Secretary

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SCRUTINIZERS REPORT

PURSUANT TO SECTION 108 OF THE COMPANIES ACT 2013 READ WITH RULE 20 (xi) OF THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES 2014

To
The Chairman,
21st Annual General Meeting of the Equity Shareholders of
FCS Software Solutions Limited,
Plot No. 83, NSEZ, Noida Dadri Road,
Phase-II, Noida-201305 (U.P.)

In terms of provisions of Section 108 of the Companies Act, 2013 read with rule 20 (ix) of the Companies (Management & Administration) Rules 2014, I was appointed as scrutinizier by the Company on 25.08.2014 for e-voting conducted on Friday, September 19, 2014 (9.00 a.m.) to Saturday, September 20, 2014 (6.00 p.m.).

Based on the results made available to me, 25 members cast their votes on the e-voting platform for 11 agenda items contained in the notice of Annual General Meeting:

The result of the E-Voting is as under:

RESOLUTION NO. 1

**ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST
MARCH 2014 (ORDINARY RESOLUTION) :**

Voted in Favour of Resolution	Voting against the Resolution
361980	2700

Regd. Office: 24, AllMS Apartments, MayurKunj, MayurVihar Phase I Extn., Delhi 110 096
Corp. Office: 202, DLF Galleria, MayurPlaceDistrictCenter, MayurVihar Phase I Extn., Delhi 110 091



RESOLUTION NO. 2

REAPPOINTMENT OF SH. GOVINDA SAHU AS EXECUTIVE DIRECTOR(ORDINARY RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
200012	164668

RESOLUTION NO. 3

REAPPOINTMENT OF STATUTORY AUDITORS (ORDINARY RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
200012	164668

RESOLUTION NO. 4

ADOPTION OF NEW ARTICLES OF ASSOCIATION AS PER COMPANIES ACT 2013 (SPECIAL RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
361980	2700

RESOLUTION NO. 5

ISSUE OF PREFERENTIAL WARRANTS (SPECIAL RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
196012	168668



RESOLUTION NO. 6

REMUNERATION OF DIRECTOR IN TERMS OF SECTION 197 OF THE COMPANIES ACT 2013 (SPECIAL RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
94450	270230

RESOLUTION NO. 7

APPOINTMENT OF SH. SHYAM SUNDER SHARMA AS INDEPENDENT DIRECTOR (ORDINARY RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
200012	164668

RESOLUTION NO. 8

APPOINTMENT OF SH. SHIV NANDAN SHARMA AS INDEPENDENT DIRECTOR (ORDINARY RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
361980	2700

RESOLUTION NO. 9

APPOINTMENT OF SH. ROHIT PRATAP SINGH AS EXECUTIVE DIRECTOR (ORDINARY RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
200012	164668



RESOLUTION NO. 10

REMUNERATION OF SH. ROHIT PRATAP SINGH APPOINTED AS EXECUTIVE DIRECTOR (SPECIAL RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
361980	2700

RESOLUTION NO. 11

APPINMENT OF INDEPENDENT WOMEN DIRECTOR (ORDINARY RESOLUTION):

Voted in Favour of Resolution	Voting against the Resolution
200012	164668

The votes casted through e-voting are all valid and approved.


Manju Pathak
Practising Company Secretary

C.P.No. - 8191

Place: Delhi

Date: September 23, 2014

ManjuPathak

Associate Company Secretary

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FORM NO MGT-13

**[PURSUANT TO SECTION 109 OF THE COMPANIES ACT 2013 AND RULE 21 (2) OF
THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES 2014]**

To
The Chairman,
21st Annual General Meeting of the Equity Shareholders of
FCS Software Solutions Limited,
Held on 24th day of September, 2014 at 09:00 AM at
The Executive Club, 439, Village Shahoopur, Fatehpur Beri,
New Delhi-110074.

Dear Sir,

I, ManjuPathak, appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the 21st Annual General Meeting of the Equity Shareholders of the FCS Software Solutions Limited held on 24th day of September, 2014 at The Executive Club, 439, Village Shahoopur, Fatehpur Beri, New Delhi- 110074, submit my report as under :

1. After the time fixed for closing of the poll by the Chairman, One ballot box, kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the company.
3. The poll papers, which were incomplete or which were otherwise found defective have been treated as invalid and kept separately.

Regd. Office: 24, AllMS Apartments, MayurKunj, MayurVihar Phase I Extn., Delhi 110 096
Corp. Office: 202, DLF Galleria, MayurPlace District Center, MayurVihar Phase I Extn., Delhi 110 091.



1. The result of the poll is as under :

(a) **RESOLUTION NO. 1- ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2014 (ORDINARY RESOLUTION):**

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2

(b) **RESOLUTION NO. 2-REAPPOINTMENT OF SH. GOVINDA SAHU AS EXECUTIVE DIRECTOR(ORDINARY RESOLUTION):**

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
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Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2

(c) RESOLUTION NO. 3 - REAPPOINTMENT OF STATUTORY AUDITORS (ORDINARY RESOLUTION):

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2



(d) RESOLUTION NO. 4 - ADOPTION OF NEW ARTICLES OF ASSOCIATION AS PER COMPANIES ACT 2013 (SPECIAL RESOLUTION):

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2

(e) RESOLUTION NO. 5 - ISSUE OF PREFERENTIAL WARRANTS (SPECIAL RESOLUTION):

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members	Number of votes cast by	% of total number



present and voting (in person or by proxy)	them	of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2

**(f) RESOLUTION NO. 6 - REMUNERATION OF SH. GOVINDA SAHU,
EXECUTIVE DIRECTOR (SPECIAL RESOLUTION):**

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2



(g) RESOLUTION NO. 7 - APPOINTMENT OF SH. SHYAM SUNDER SHARMA AS INDEPENDENT DIRECTOR (ORDINARY RESOLUTION):

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2

(h) RESOLUTION NO. 8 - APPOINTMENT OF SH. SHIV NANDAN SHARMA AS INDEPENDENT DIRECTOR (ORDINARY RESOLUTION):

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members	Number of votes cast by	% of total number



present and voting (in person or by proxy)	them	of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2

(i) RESOLUTION NO. 9 - APPOINTMENT OF SH. ROHIT PRATAP SINGH AS EXECUTIVE DIRECTOR (ORDINARY RESOLUTION):

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2



(j) RESOLUTION NO. 10 - REMUNERATION OF SH. ROHIT PRATAP SINGH APPOINTED AS EXECUTIVE DIRECTOR (SPECIAL RESOLUTION):

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2

(k) RESOLUTION NO. 11 - APPOINTMENT OF INDEPENDENT WOMEN DIRECTOR (ORDINARY RESOLUTION):

(i) Voted in Favour of the Resolution :		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	766163063	99.99999974%

(ii) Voted against the Resolution :		
Number of members	Number of votes cast by	% of total number



present and voting (in person or by proxy)	them	of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :	
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	2

5. A Compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those who declared invalid is for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You.

Yours Faithfully

Manju Pathak

Practising Company Secretary

C.P.No. - 8191

Place: Delhi

Date: September 24, 2014

