

FCS/STX/107/2017

29th September, 2017

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 24th Annual 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 24th Annual General Meeting of the Shareholders of the Company which was held on Thursday, 28th September, 2017 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.

Thanking You,

Yours faithfully,
For **FCS Software Solutions Limited**

FCS Software Solutions Ltd.


Harsha Sharma
Company Secretary
(Company Secretary)

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 AGM

Date of the AGM		28th September, 2017						
Total number of shareholders on record date		114326						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		1						
Public		53						
No. of Shareholders attended the meeting through Video Conferencing		No video conferencing facility was provided						
Promoters and Promoter Group:								
Public								
Agenda No.1								
Resolution required: (Ordinary/ Special)		Ordinary Resolution: For adoption of the audited financial statements of the Company for the Financial Year ended 31st March, 2017, and the reports of directors and Auditors.						
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 Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	335962450	335962450	100	335962450	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	335962450	335962450	100	335962450	0	100%	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	0	480584761	34.99	480513741	71020	99.99	0.01
	Poll	0	355522	0.03	355522	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	1709553100	816902733	47.78	816831713	71020	99.99	0.01
Total		1709553100	816902733	47.78	816831713	71020	99.99	0.01


FCS Software Solutions Ltd.
 Secretary

Agenda No.2

Resolution required: (Ordinary/ Special)

Ordinary Resolution: 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

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 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	335962450.00	335962450.00	100.00	335962450.00	0.00	100.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	335962450.00	335962450.00	100.00	335962450.00	0.00	100.00	0.00
Public- Institutions	E-Voting	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public- Non Institutions	E-Voting	0.00	480584761.00	34.99	480443683.00	141078.00	99.97	0.03
	Poll	0.00	355522.00	0.03	355522.00	0.00	100.00	0.00
	Postal Ballot (if applicable)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	1373590650.00	480940283.00	35.01	480799205.00	141078.00	99.97	0.03
Total		1709553100.00	816902733.00	47.78	816761655.00	141078.00	99.98	0.02

FCS Software Solutions Ltd.

 Company Secretary

Agenda No.3

Resolution required: (Ordinary/ Special)

Ordinary Resolution:- To consider appointment of M/s. Aadi Sanyam & Associates, Chartered Accountants (Firm Registration No. 23685N) as auditor of the Company in place of M/s. SPMG & Company, Chartered Accountant (Firm Registration No. 509249C)

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 Polled outstanding shares on (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	335962450	335962450	100	335962450	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	335962450	335962450	100	335962450	0	100%	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	0	480584761	34.99	480443683	141078	99.97	0.03
	Poll	0	355522	0.03	355522	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	1373590650	480940283	35.01	480799205	141078	99.97	0.03
	Total	1709553100	816902733	47.78	816761655	141078	99.98	0.02

FCS Software Solutions Ltd.
A. Ashly
 Company Secretary



Arora Shekhar & Company

(Practicing Company Secretaries)

Contact: 9015398479, 9999906044

Landline: 011-41402888

Email-id: csarorashekhar@gmail.com

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, 2nd Floor, Agrawal Chamber IV,
27, Near Sawarker Block, Vikas Marg, Shakerpur,
Delhi DL 110092 IN

For 24th Annual General Meeting ("AGM") of members of the Company held on Thursday, 28th day of September, 2017 at 9:00 A.M. at The Executive Club, 439, Village Sahoopur, 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 AGM 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 resolutions mentioned in notice of AGM dated August 25, 2017 for 24th AGM of the

Registered Office: 159, First Floor, Somdutt Chamber II, Bhikaji Cama Place, New Delhi-66



FCS Software Solutions Ltd.

Shashi

Company Secretary



Arora Shekhar & Company

(Practicing Company Secretaries)

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Landline: 011-41402888

Email-id: csarorashkhar@gmail.com

members of the Company held on Thursday, 28th day of September, 2017 at 9:00 A.M. at The Executive Club, 439, Village Sahoorpur, Fatehpurberi, 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 on September 2, 2017 and by e-mail on September 6, 2017; 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 the Central Depository Services (India) Limited (CDSL).
2. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper having wide circulation and a vernacular newspaper on the September 3, 2017.
3. The remote e-voting period remained open from Monday, 25th September, 2017 (9:00 A.M.) and end on Wednesday, 27th September, 2017 (5:00 P.M.) on the designated website www.evotingindia.com of Central Depository Services (India) Limited (CDSL).
4. The Company has appointed Central Depository Services (India) Limited (CDSL) 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 all the items of the businesses sought to be transacted at the 24th AGM of the Company.
5. The Members of the Company as on the "cut off date" i.e. 21st September, 2017 were entitled to avail the facility of remote e-voting or voting at the AGM on the proposed resolutions (Item nos. 1 to 3) as set out in the notice dated August 25, 2017.

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Email-id: csarorashkhar@gmail.com

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 AGM 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 24th AGM of the Company. My responsibilities as scrutinizor are restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the notice of AGM.
8. After completion of Poll at the AGM 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 AGM.
9. Therefore, the votes casted through remote e-voting were unblocked after completion of Poll at the AGM in the presence of two witnesses, Mr. Rakesh Kumar, R/o of TC -7/11, New Moti Nagar, New Delhi-110015 & Mr. Ajay Khurana R/o 5&3, 82 Mukharejee Nagar, New Delhi, who are not in the employment of the Company.
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.

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11. Based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL) and votes casted through Poll at AGM, we submit the consolidated results of remote e-voting and Poll as under:

Resolution 01-Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the year ended as on 31st March, 2017 together with the reports of the Directors and Auditors thereon.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	56	816,547,211	0	0	49	816,476,191	7	71,020
Poll	42	630,540,051	20	630,184,125	22	355,522	0	0
TOTAL	98	1,447,087,262	20	630,184,125	71	816,831,713	7	71,020

Total Valid Votes (Total Shares-Invalid) = 816,903,137

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%





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Landline: 011-41402888

Email id: csarorashekhar@gmail.com

Resolution 02 -Ordinary Resolution

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.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	56	816,547,211	0	0	47	816,406,133	9	141,078
Poll	42	630,540,051	20	630,184,125	22	355,522	0	0
TOTAL	98	1,447,087,262	20	630,184,125	69	816,761,655	9	141,078

Total Valid Shares (Total Shares-Invalid) = 816,903,137

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%





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Resolution 03 -Ordinary Resolution

To consider appointment of M/s. Aadit Sanyam & Associates, Chartered Accountants (Firm Registration No. 23685N) as auditor of the Company in place of M/s. SPMG & Company, Chartered Accountant (Firm Registration No. 509249C)

Mode	No. of voters	Total Shares	Invalid		Favor		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	56	816,847,211	0	0	47	816,406,133	9	141,078
Poll	42	630,540,051	20	630,184,125	22	355,522	0	0
TOTAL	98	1,447,087,262	20	630,184,125	69	816,761,655	9	141,078

Total Valid Shares (Total Shares-Invalid) = 816,903,137

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%





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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 AGM and thereafter, the Scrutinizers shall hand over the related papers to the Company
13. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the Twenty Fourth AGM, to announce the result of the meeting.

Thanking you,

Yours Faithfully,



CS SHASHI SHEKHAR

Scrutinizer

Membership No:- 37987

C.P. No:- 14145

Date: 28.09.2017

Place: Delhi

FCS Software Solutions Ltd.

Company Secretary