



Arora Shekhar & Co.

(Practicing Company Secretaries)

I32, 1st Floor, Somdutt Chamber II,

Bhikaji Cama Place, New Delhi-66

Contact: 9015398479, 9999906044

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, VikasMarg,

Shakerpur, Delhi DL 110092 IN

For Twenty Third Annual General Meeting ("AGM") of members of the Company held on Thursday, 22nd day of September, 2016 at 9:00 A.M. and concluded at 09:45 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 26, 2016 for Twenty Third AGM of the members of the Company held on Thursday, 22nd day of September, 2016 at 9:00 A.M. at The Executive Club, 439, Village Sahoopur, Fatehpur Beri, New Delhi- 110074.





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1. The remote e-voting period remained open from Monday, 19th September, 2016 (9:00 AM) and end on Wednesday, 21st September, 2016 (5:00 PM) on the designated website www.evotingindia.com of Central Depository Services (India) Limited (CDSL).
2. 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 (both Ordinary and Special businesses) sought to be transacted at the Twenty Third AGM of the Company.
3. The Members of the Company as on the "cut off date" i.e. 15th September, 2016 were entitled to avail the facility of remote e-voting as well as voting at the AGM on the proposed resolutions (Item nos. 1 to 5) as set out in the notice dated 26th August, 2016.
4. 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.
5. 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 Twenty Third AGM of the Company. My responsibilities as scrutinizer are restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the notice of AGM.
6. 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





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Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the Members who participated in Poll at AGM.

7. Therefore, the votes casted through remote e-voting were unblocked after completion of Poll at the AGM in the presence of two witnesses, **Ms. Swati Rahal, R/o of 14, Civil Lines, Moradabad and Mr. Ashwini Verma R/o A-222, Sector 19, Noida** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Swati Rahal

Mr. Ashwini Verma

8. 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:





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Resolution 01-Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the year ended as on that date 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	58	816,799,139	0	0	53	816,682,934	5	116,205
poll	43	816,598,255	3	630,000,000	40	186,598,255	0	0
TOTAL	101	1,633,397,394	3	630,000,000	93	1,003,281,189	5	116,205

Total Valid Votes(Total Shares-Invalid) = 1,003,397,394

Votes in Favour (% of Total Valid Shares) = 99.98%

Votes in Against (% of Total Valid Shares) = 00.02%





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Resolution 02 -Ordinary Resolution

To consider re-appointment of Mr. Govinda Sahu (DIN-02528967), 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 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	58	816,799,139	0	0	51	816,658,339	7	140,800
poll	43	816,598,255	3	630,000,000	40	186,598,255	0	0
TOTAL	101	1,633,397,394	3	630,000,000	91	1,003,256,594	7	140,800

Total Valid Shares (Total Shares-Invalid) = 1,003,397,394

Votes in Favour (% of Total Valid Shares) = 99.98%

Votes in Against (% of Total Valid Shares) = 00.02%





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Resolution 03 -Ordinary Resolution

To ratify the appointment of Auditors of the company, who were appointed at 21st Annual General Meeting to hold office from the conclusion of this Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	
Remote e-voting	57	816,797,639	0	0	51	816,674,739	6	122,900
poll	43	816,598,255	3	630,000,000	40	186,598,255	0	0
TOTAL	100	1,633,395,894	3	630,000,000	91	1,003,272,994	6	122,900

Total Valid Shares (Total Shares-Invalid) = 1,003,395,894

Votes in Favour (% of Total Valid Shares) =99.98%

Votes in Against (% of Total Valid Shares) =00.02%





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Resolution 04 -Ordinary Resolution

To appoint Mr. Sunil Sharma as the Director of 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	58	816,799,139	0	0	50	816,672,504	8	126,635
poll	43	816,598,255	3	630,000,000	40	186,598,255	0	0
TOTAL	101	1,633,397,394	3	630,000,000	90	1,003,270,759	8	126,635

Total Valid Shares (Total Shares-Invalid) = 1,003,397,394

Votes in Favour (% of Total Valid Shares) = 99.98%

Votes in Against (% of Total Valid Shares) =00.02%





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Resolution 05 –Ordinary Resolution

For payment of maximum remuneration of Rs. 12,00,000/- (Rupees Twelve Lakhs) annually to Mr. Sunil Sharma (DIN No. 05359128), by way of salary, perquisites and allowances.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	
Remote e-voting	58	816,799,139	0	0	50	816,760,504	8	38,635
poll	43	816,598,255	3	630,000,000	40	186,598,255	0	0
TOTAL	101	1,633,397,394	3	630,000,000	90	1,003,358,759	8	38,635

Total Valid Shares (Total Shares-Invalid) = 1,003,397,394

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

Votes in Against (% of Total Valid Shares) =00.01%

- The detailed working related to the Remote e-voting and voting by poll is attached with this report as “Annexure A”.
- 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





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11. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the Twenty Third AGM, to announce the result of the meeting.

For and on behalf of
ARORA SHEKHAR AND COMPANY
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CS Shashi Shekhar
Membership Number: A37987
Certificate of Practice: 14145

Place: New Delhi

Date: 23/09/2016



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ANNEXURE A

Details of Remote E-Voting and Poll at AGM for **Resolution No.1** are as under

A1. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of remote e-voters	No. of votes contained in remote e-votes	% of Total paid up equity capital	% of Total Valid votes
Total	58	816,799,139	47.78	
Less- Invalid	0	0	0	
Valid	58	816,799,139	47.78	100
Favor	53	816,682,934	47.77	99.99
Against	5	116,205	00.01	00.01

A2. VOTING THROUGH POLL

Particulars	No. of voters	No. of votes	% of Total paid up equity capital	% of Total Valid votes
Total	43	816,598,255	47.77	
Less- Invalid	3	630,000,000	36.85	
Valid	40	186,598,255	10.92	100
Favour	40	186,598,255	10.92	100
Against	0	0	0	0





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Details of Remote E-Voting and Poll at AGM for **Resolution No.2** are as under

B1. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of remote e-voters	No. of votes contained in remote e-votes	% of Total paid up equity capital	% of Total Valid votes
Total	58	816,799,139	47.78	
Less-Invalid	0	0	0	
Valid	58	816,799,139	47.78	100
Favor	51	816,658,339	47.77	99.99
Against	7	140,800	00.01	00.01

B2. VOTING THROUGH POLL

Particulars	No. of voters	No. of votes	% of Total paid up equity capital	% of Total Valid votes
Total	43	816,598,255	47.77	
Less-Invalid	3	630,000,000	36.85	
Valid	40	186,598,255	10.92	100
Favour	40	186,598,255	10.92	100
Against	0	0	0	0





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Details of Remote E-Voting and Poll at AGM for **Resolution No.3** are as under

C1. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of remote e-voters	No. of votes contained in remote e-votes	% of Total paid up equity capital	% of Total Valid votes
Total	57	816,797,639	47.78	
Less-Invalid	0	0	0	
Valid	57	816,797,639	47.78	100
Favor	51	816,674,739	47.77	99.99
Against	6	122,900	00.01	00.01

C2. VOTING THROUGH POLL

Particulars	No. of voters	No. of votes	% of Total paid up equity capital	% of Total Valid votes
Total	43	816,598,255	47.77	
Less-Invalid	3	630,000,000	36.85	
Valid	40	186,598,255	10.92	100
Favour	40	186,598,255	10.92	100
Against	0	0	0	0





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Details of Remote E-Voting and Poll at AGM for **Resolution No.4** are as under

D1. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of remote e-voters	No. of votes contained in remote e-votes	% of Total paid up equity capital	% of Total Valid votes
Total	58	816,799,139	47.78	
Less- Invalid	0	0	0	
Valid	58	816,799,139	47.78	100
Favor	50	816,672,504	47.77	99.98
Against	8	126,635	00.01	00.02

D2. VOTING THROUGH POLL

Particulars	No. of voters	No. of votes	% of Total paid up equity capital	% of Total Valid votes
Total	43	816,598,255	47.77	
Less- Invalid	3	630,000,000	36.85	
Valid	40	186,598,255	10.92	100
Favour	40	186,598,255	10.92	100
Against	0	0	0	0





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Details of Remote E-Voting and Poll at AGM for **Resolution No.5** are as under

E1. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of remote e-voters	No. of votes contained in remote e-votes	% of Total paid up equity capital	% of Total Valid votes
Total	58	816,799,139	47.78	
Less-Invalid	0	0	0	
Valid	58	816,799,139	47.78	100
Favor	50	816,760,504	47.77	99.99
Against	8	38,635	00.01	00.01

E2. VOTING THROUGH POLL

Particulars	No. of voters	No. of votes	% of Total paid up equity capital	% of Total Valid votes
Total	43	816,598,255	47.77	
Less-Invalid	3	630,000,000	36.85	
Valid	40	186,598,255	10.92	100
Favour	40	186,598,255	10.92	100
Against	0	0	0	0

