

FCS/STX/107/2018

26th September, 2018

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 25th 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 25th Annual General Meeting of the Shareholders of the Company which was held on Tuesday, 25th September, 2018 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.

Please take note of the same.

Thanking You,

Yours faithfully,

For **FCS Software Solutions Limited**


Harsha Sharma

(Company Secretary)

Membership No.: A33548



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		25th September, 2018						
Total number of shareholders on record date		114994						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		2						
Public		63						
No. of Shareholders attended the meeting through Video Conferencing		No video conferencing facility was provided						
Promoters and Promoter Group:								
Public								
Resolution1								
Resolution required: (Ordinary/ Special)		Ordinary Resolution: To receive, consider and adopt the Annual Financial Statements for the year ended as on 31st March, 2018 together with the reports of the Directors and Auditors thereon						
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 Polled 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	335962450	100	335962450	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		335962450	335962450	100	335962450	0	100%
Public-Institution s	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1111450	0	0.00	0	0	0
Public- Non Institution s	E-Voting	1372479200	482146832	35.13	482122572	24260	99.99	0.01
	Poll		20502191	1.49	20502191	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1372479200	502649023	36.62	502624763	24260	100.00
Total		1709553100	838611473	49.05	838587213	24260	100.00	0.01



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider re-appointment of Mr. Sunil Sharma(DIN-05359128), as Executive Director of the Company , who is liable to retires by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	335962450	335962450	100.0000	335962450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		335962450	335962450	100.0000	335962450	0	100.0000
Public- Institutions	E-Voting	1111450	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1111450	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1372479200	482146832	35.1296	482030742	116090	99.9759	0.0241
	Poll		20502919	1.4939	20502919	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1372479200	502649751	36.6235	502533661	116090	99.9769
Total	Total	1709553100	838612201	49.0545	838496111	116090	99.9862	0.0138
Whether resolution is Pass or Not.							Yes	



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To fix Remuneration of Mr. Sunil Sharma, Director of the company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	335962450	335962450	100.0000	335962450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	335962450	335962450	100.0000	335962450	0	100.0000	0.0000
Public- Institutions	E-Voting	1111450	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1111450	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1372479200	482146832	35.1296	482031122	115710	99.9760	0.0240
	Poll		20502919	1.4939	20502919	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1372479200	502649751	36.6235	502534041	115710	99.9770	0.0230
Total	Total	1709553100	838612201	49.0545	838496491	115710	99.9862	0.0138
Whether resolution is Pass or Not.							Yes	



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider regularisation of Mr. Mahendra Pratap Singh, as an Additional Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	335962450	335962450	100.0000	335962450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	335962450	335962450	100.0000	335962450	0	100.0000	0.0000
Public- Institutions	E-Voting	1111450	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1111450	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1372479200	482146482	35.1296	482030752	115730	99.9760	0.0240
	Poll		20502919	1.4939	20502919	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1372479200	502649401	36.6235	502533671	115730	99.9770	0.0230
Total	Total	1709553100	838611851	49.0544	838496121	115730	99.9862	0.0138
Whether resolution is Pass or Not.							Yes	



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Object Clause in the Memorandum of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	335962450	335962450	100.0000	335962450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		335962450	335962450	100.0000	335962450	0	100.0000
Public- Institutions	E-Voting	1111450	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1111450	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1372479200	482146832	35.1296	482091672	55160	99.9886	0.0114
	Poll		20502919	1.4939	20502919	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1372479200	502649751	36.6235	502594591	55160	99.9890
Total	Total	1709553100	838612201	49.0545	838557041	55160	99.9934	0.0066
Whether resolution is Pass or Not.							Yes	



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Memorandum of Association as per Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	335962450	335962450	100.0000	335962450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		335962450	335962450	100.0000	335962450	0	100.0000
Public- Institutions	E-Voting	1111450	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1111450	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1372479200	482146832	35.1296	482091672	55160	99.9886	0.0114
	Poll		20502919	1.4939	20502919	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1372479200	502649751	36.6235	502594591	55160	99.9890
Total	Total	1709553100	838612201	49.0545	838557041	55160	99.9934	0.0066
Whether resolution is Pass or Not.							Yes	



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, Veer Sawarker Block, Vikas Marg, Shakarpur,

Delhi - 110092 IN

For 25th Annual General Meeting ("AGM") of members of the Company held on Tuesday, 25th day of September, 2018 at 9:00 A.M. at The Executive Club, 439, Village Sahoarpur, 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 24, 2018 for 25th AGM of the members of the Company held on Tuesday, 25th day of September, 2018 at 9:00 A.M. at The Executive Club, 439, Village Sahoarpur, Fatehpur Beri, 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 by post on 31st August, 2018 and by e-mail on 01st September, 2018; 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 notice and conducting of voting through electronic means was published in an English newspaper having wide circulation and a vernacular newspaper on the 02nd September, 2018.



3. The remote e-voting period remained open from Saturday, 22nd September, 2018 (9:00 A.M.) and end on Monday, 24th September, 2018 (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 25th AGM of the Company.
5. The Members of the Company as on the "cut off date" i.e. 18th September, 2018 were entitled to avail the facility of remote e-voting or voting at the AGM on the proposed resolutions (Item nos. 1 to 6) as set out in the notice dated August 24th, 2018.
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 Obligations & Disclosure Requirements) Regulations, 2015 of 25th AGM of the Company. My responsibilities as scrutiner 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, Ms. Devika Arora and Ms.



Manisha Singh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ms. Devika Arora



Ms. Manisha Singh

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.
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, 2018 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	50	818,109,282	0	0	46	818,085,022	4	24,260
Poll	22	20,502,919	0	0	22	20,502,919	0	0
TOTAL	72	838,612,201	0	0	68	838,587,941	4	24,260

Total Valid Votes (Total Shares-Invalid) = 838,612,201

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

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



Resolution 02 -Ordinary Resolution

To consider re-appointment of Mr. Sunil Sharma (DIN-05359128), as Executive Director of the Company, who liable to retires by rotation.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			vote rs	No. of votes	Voters	No. of votes	voters	No. of votes
Remote e-voting	50	818,109,282	0	0	39	817,993,192	11	116,090
Poll	22	20,502,919	0	0	22	20,502,919	0	0
TOTAL	72	838,612,201	0	0	61	838,496,111	11	116,090

Total Valid Shares (Total Shares-Invalid) = 838,612,201

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

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



Resolution 03 -Ordinary Resolution

To fix Remuneration of Mr. Sunil Sharma, Director of the Company.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	Voters	No. of votes	voters	
Remote e-voting	50	818,109,282	0	0	40	817,993,572	10	115,710
Poll	22	20,502,919	0	0	22	20,502,919	0	0
TOTAL	72	838,612,201	0	0	62	838,496,491	10	115,710

Total Valid Shares (Total Shares-Invalid) = 838,612,201

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

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



Resolution 04: - Ordinary Resolution.

To consider regularization of Mr. Mahendra Pratap Singh, as an Additional Director.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	Voters	No. of votes	voters	
Remote e-voting	49	818,108,932	0	0	40	817,993,202	9	115,730
Poll	22	20,502,919	0	0	22	20,502,919	0	0
TOTAL	71	838,611,851	0	0	62	838,496,121	9	115,730

Total Valid Shares (Total Shares-Invalid) = 838,611,851

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

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



Resolution 05: - Special Resolution.

Alteration of Objects Clause in the Memorandum of Association of the Company.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	Voters	No. of votes	voters	
Remote e-voting	50	818,109,282	0	0	43	818,054,122	7	55,160
Poll	22	20,502,919	0	0	22	20,502,919	0	0
TOTAL	72	838,612,201	0	0	65	838,557,041	7	55,160

Total Valid Shares (Total Shares-Invalid) = 838,612,201

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

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



Resolution 06: - Special Resolution.

Alteration in the Memorandum of Association as per Companies Act, 2013.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	Voters	No. of votes	voters	
Remote e-voting	50	818,109,282	0	0	43	818,054,122	7	55,160
Poll	22	20,502,919	0	0	22	20,502,919	0	0
TOTAL	72	838,612,201	0	0	65	838,557,041	7	55,160

Total Valid Shares (Total Shares-Invalid) = 838,612,201

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

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



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: 25.09.2018

Place: Delhi


Signed by Mr. Shyam Sunder Sharma
Chairman of the meeting

