

**FCS/STX/2021**

**1<sup>st</sup> October, 2021**

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 28<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting of the Shareholders of the Company which was held on Wednesday, 29<sup>th</sup> September, 2021 at 11:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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**  
**FCS Software Solutions Ltd.**

*Harsha Sharma*  
**Company Secretary**

**Harsha Sharma**  
**(Company Secretary)**  
**Membership No.: A33548**

enterprise interfaces

collaborative platforms

business processes



| Details of Voting Results   |                |                    |                     |   |   |                       |                                      |                                    |
|---|----------------|--------------------|---------------------|---|---|-----------------------|--------------------------------------|------------------------------------|
| Combined results of votes cast by Remote e-voting as provided by Link Intime India Pvt Ltd and the polling process at the AGM |                |                    |                     |   |   |                       |                                      |                                    |
| Date of the AGM   |                |                    |                     |   | 29th September 2021   |                       |                                      |                                    |
| Total number of shareholders on record date   |                |                    |                     |   | 225519  |                       |                                      |                                    |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group:                |                |                    |                     |   | According to various circulars of Ministry of Corporate affairs and SEBI, physical presence of shareholders has been dispensed with. Hence, there was zero shareholder present in physical. |                       |                                      |                                    |
| Public  |                |                    |                     |   |   |                       |                                      |                                    |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoters and Promoter Group:                          |                |                    |                     |   | 0   |                       |                                      |                                    |
| Public  |                |                    |                     |   | 86  |                       |                                      |                                    |
| Resolution No.1   |                |                    |                     |   |   |                       |                                      |                                    |
| Resolution required: (Ordinary/ Special)  |                |                    |                     |   | Ordinary  |                       |                                      |                                    |
| Discription of Resolution Considered  |                |                    |                     |   | To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.      |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution?   |                |                    |                     |   | No  |                       |                                      |                                    |
| 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          | 150000000           | 44.6478                                 | 150000000   | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0                   | 0.0000                                  | 0   | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0                   | 0.0000                                  | 0   | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 150000000           | 44.6478                                 | 150000000   | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions   | E-Voting       | 568300             | 0                   | 0.0000                                  | 0   | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0                   | 0.0000                                  | 0   | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0                   | 0.0000                                  | 0   | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 0                   | 0.0000                                  | 0   | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions   | E-Voting       | 1373022350         | 433802956           | 31.5947                                 | 433781684   | 21272                 | 99.9951                              | 0.0049                             |
|   | Poll           |                    | 313986              | 0.0229                                  | 313736  | 250                   | 99.9204                              | 0.0796                             |
|   | Postal Ballot  |                    | 0                   | 0.0000                                  | 0   | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 434116942           | 31.6176                                 | 434095420   | 21522                 | 99.9950                              | 0.0050                             |
| <b>Total</b>  |                | <b>1709553100</b>  | <b>584116942</b>    | <b>34.1678</b>                          | <b>584095420</b>  | <b>21522</b>          | <b>99.9963</b>                       | <b>0.0037</b>                      |
| Whether Resolution Pass or Not  |                |                    |                     |   | Yes   |                       |                                      |                                    |

  
 FGS Software Solutions Ltd.  
 Company Secretary

| Resolution No.2   |                |                    |  |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary/ Special)                                  |                |                    | Ordinary   |   |                          |                       |                                      |                                    |
| Discription of Resolution Considered                                      |                |                    | To consider re-appointment of Mr. Sunil Sharma, (Din: 05359128) Executive Director liable to retire by rotation. |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No   |   |                          |                       |                                      |                                    |
| 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          | 150000000  | 44.6478                                 | 150000000                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>150000000</b>   | <b>44.6478</b>                          | <b>150000000</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 568300             | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 1373022350         | 433802956  | 31.5947                                 | 433778431                | 24525                 | 99.9943                              | 0.0057                             |
|   | Poll           |                    | 313986   | 0.0229                                  | 313766                   | 220                   | 99.9299                              | 0.0701                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>434116942</b>   | <b>31.6176</b>                          | <b>434092197</b>         | <b>24745</b>          | <b>99.9943</b>                       | <b>0.0057</b>                      |
| <b>Total</b>  |                | <b>1709553100</b>  | <b>584116942</b>   | <b>34.1678</b>                          | <b>584092197</b>         | <b>24745</b>          | <b>99.9958</b>                       | <b>0.0042</b>                      |
| Whether Resolution Pass or Not  |                |                    | Yes  |   |                          |                       |                                      |                                    |

  
 FCS Software Solutions Ltd.  
 Company Secretary

| Resolution No.3   |                |                    |  |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary/ Special)                                  |                |                    | Special  |   |                          |                       |                                      |                                    |
| Discription of Resolution Considered                                      |                |                    | To approve the terms of re-appointment of Mr. Sunil Sharma (Din: 05359128) as an executive director of the company and approve his remuneration. |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No   |   |                          |                       |                                      |                                    |
| 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          | 150000000  | 44.6478                                 | 150000000                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 150000000  | 44.6478                                 | 150000000                | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions   | E-Voting       | 568300             | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions   | E-Voting       | 1373022350         | 433802956  | 31.5947                                 | 433778431                | 24525                 | 99.9943                              | 0.0057                             |
|   | Poll           |                    | 313986   | 0.0229                                  | 313766                   | 220                   | 99.9299                              | 0.0701                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Total          |                    | 434116942  | 31.6176                                 | 434092197                | 24745                 | 99.9943                              | 0.0057                             |
| <b>Total</b>  |                | <b>1709553100</b>  | <b>584116942</b>   | <b>34.1678</b>                          | <b>584092197</b>         | <b>24745</b>          | <b>99.9958</b>                       | <b>0.0042</b>                      |
| Whether Resolution Pass or Not  |                |                    | Yes  |   |                          |                       |                                      |                                    |

  
 PDS Software Solutions Ltd.  
 Company Secretary

# NEERAJ ARORA & ASSOCIATES

COMPANY SECRETARIES

B-19/B, Somdutt Chambers - 1, Bldg. No. 5

Bhikaji Cama Place, New Delhi - 110066

M.: 9034793369, Tel.: (011) 4653 8651

Email Id: csneerajarora@gmail.com; neerajarora.pcs@gmail.com

## CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and Securities Exchange Board of India Circulars dated May 12, 2020 and January 15, 2021 respectively]*

To,

**The Chairman,**

**FCS Software Solutions Limited**

CIN: L72100DL1993PLC179154

205, 2<sup>nd</sup> Floor, Agrawal Chamber IV, 27, Near Sawarker Block,

Vikas Marg, Shakerpur, Delhi - 110092

Dear Sir,

I, Neeraj Arora, Proprietor of M/s Neeraj Arora & Associates, Practicing Company Secretaries having office at B-19/B, Somdutt Chambers-1, Bldg. No. 5, Bhikaji Cama Place, New Delhi - 110 066, was appointed as Scrutinizer by the Board of Directors of **FCS Software Solutions Limited** ("Company") for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at Annual General Meeting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA Circulars) and Securities Exchange Board of India Circular dated May 12, 2020 and January 15, 2021, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws in respect of the resolutions as mentioned in the Notice dated September 03, 2021 sent for the 28<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Wednesday, September 29, 2021 at 11:30 A.M. through video conferencing.



I submit my report as under: -

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolution stated in the Notice.
2. The remote e-voting period commenced on September 26, 2021 (9:00 A.M. IST) and ended on September 28, 2021 (5:00 P.M. IST) via remote e-voting platform on the designated website of Link Intime India Private Limited, Authorized Agency to provide remote e-voting facility viz.: <https://instavote.linkintime.co.in>. The Company had also provided e-voting facility to the Members attended through video conferencing during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
3. The Members of the Company as on 22<sup>nd</sup> September, 2021 ("Cut-off Date") were entitled to avail the facility of remote e-voting as well as e-voting at AGM on the proposed resolution(s) as set out in the Notice of AGM.
4. The e-voting process was monitored through the scrutinizer's secured link provided by Link Intime India Private Limited on the designated website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
5. After completion of e-voting at the AGM, the votes cast by the members through e-voting at the AGM and through remote e-voting were unblocked in the presence of two witnesses, Mr. Amandeep Singh and Ms. Shivani Tyagi who were not in the employment of the Company.
6. The particulars of the e-voting report generated from electronic registry of Link Intime India Pvt. Ltd. have been entered in register maintained for the record purposes.



7. The votes of the members were diligently scrutinized and reconciled with the records maintained by the Company, Depository Participants or Registrar and Transfer Agent of the Company as on Cut-Off Date. Further, one register was maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There were no shareholders who opted under both the facilities.
9. The consolidated summary of results of e-voting at the AGM and remote e-voting are as under:
- a. To receive, consider and adopt the Audited Financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2021 together with Report of the Board of Directors and Auditors Report.

| Particulars | Number of Valid Votes |                 |              | Percentage to total votes |
|-------------|-----------------------|-----------------|--------------|---------------------------|
|             | e-voting at AGM       | Remote e-voting | Total        |                           |
| Assent      | 3,13,736              | 58,37,81,684    | 58,40,95,420 | 99.996                    |
| Dissent     | 250                   | 21,272          | 21,522       | 0.004                     |
| Total       | 3,13,986              | 58,38,02,956    | 58,41,16,942 | 100                       |

Therefore, this Ordinary Resolution has been passed with requisite majority.



- b. To appoint a director in place of Mr. Sunil Sharma, Executive Director of the Company, who retires by rotation and being eligible, offer himself for re-appointment.

| Particulars | Number of Valid Votes |                 |              | Percentage to total votes |
|-------------|-----------------------|-----------------|--------------|---------------------------|
|             | e-voting at AGM       | Remote e-voting | Total        |                           |
| Assent      | 3,13,766              | 58,37,78,431    | 58,40,92,197 | 99.996                    |
| Dissent     | 220                   | 24,525          | 24,745       | 0.004                     |
| Total       | 3,13,986              | 58,38,02,956    | 58,41,16,942 | 100                       |

Therefore, this Ordinary Resolution has been passed with requisite majority.

- c. To approve the terms of re-appointment of Mr. Sunil Sharma (DIN: 05359128) as an Executive Director of the Company and approve his remuneration.

| Particulars | Number of Valid Votes |                 |              | Percentage to total votes |
|-------------|-----------------------|-----------------|--------------|---------------------------|
|             | e-voting at AGM       | Remote e-voting | Total        |                           |
| Assent      | 3,13,766              | 58,37,78,431    | 58,40,92,197 | 99.996                    |
| Dissent     | 220                   | 24,525          | 24,745       | 0.004                     |
| Total       | 3,13,986              | 58,38,02,956    | 58,41,16,942 | 100                       |

Therefore, this Special Resolution has been passed with requisite majority.

Details of e-voting at AGM & remote e-voting in respect of the above resolutions have been provided under Annexure- 1 to this report.

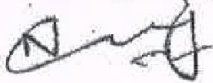




10. The register and all other related papers shall remain in my safe custody until the chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and all other related papers to the Company Secretary.

Thanking You,

**FOR NEERAJ ARORA & ASSOCIATES**  
**Practising Company Secretaries**



**Neeraj Arora**  
**Proprietor**  
CP No- 16186  
UDIN: F010781C001043725  
Date- September 30, 2021  
Place- New Delhi



**Countersigned by**  
**Authorised Signatory**

**FCS Software Solutions Ltd.**

**Company Secretary**

**Harsha Sharma**

**Company Secretary**

**FCS Software Solutions Limited**

**Date- September 30, 2021**

**Place- New Delhi**

ANNEXURE - 1

- A. To receive, consider and adopt the Audited Financial statements of the Company for the financial year ended on 31st March, 2021, together with Report of the Board of Directors and Auditors Report.

The details of voting through e-voting at AGM are as follows:

| Particulars          | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|----------------------|---------------|----------------------|------------------------------------|
| Total Votes received | 15            | 3,13,986             | 3,13,986/-                         |
| Less: Invalid Votes  | 0             | 0                    | 0                                  |
| Net Valid votes      | 15            | 3,13,986             | 3,13,986/-                         |
| *Votes with Assent   | 15            | 3,13,736             | 3,13,736/-                         |
| *Votes with Dissent  | 1             | 250                  | 250/-                              |

\*One shareholder partially voted in favour of the resolution and partially voted against the resolution

The details voting through remote e-voting are as follows:

| Particulars          | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|----------------------|-----------------|----------------------|------------------------------------|
| Total Votes received | 139             | 58,38,02,956         | 58,38,02,956/-                     |
| Less: Invalid Votes  | 0               | 0                    | 0                                  |
| Net Valid votes      | 139             | 58,38,02,956         | 58,38,02,956/-                     |
| *Votes with Assent   | 123             | 58,37,81,684         | 58,37,81,684/-                     |
| *Votes with Dissent  | 17              | 21,272               | 21,272/-                           |

\*One shareholder partially voted in favour of the resolution and partially voted against the resolution



- B. To appoint a director in place of Mr. Sunil Sharma, Executive Director of the Company, who retires by rotation and being eligible, offer himself for re-appointment.

The details of voting through e-voting at AGM are as follows:

| Particulars          | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|----------------------|---------------|----------------------|------------------------------------|
| Total Votes received | 15            | 3,13,986             | 3,13,986/-                         |
| Less: Invalid Votes  | 0             | 0                    | 0                                  |
| Net Valid votes      | 15            | 3,13,986             | 3,13,986/-                         |
| *Votes with Assent   | 15            | 3,13,766             | 3,13,766/-                         |
| *Votes with Dissent  | 1             | 220                  | 220/-                              |

*\*One shareholder partially voted in favour of the resolution and partially voted against the resolution*

The details voting through remote e-voting are as follows:

| Particulars          | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|----------------------|-----------------|----------------------|------------------------------------|
| Total Votes received | 139             | 58,38,02,956         | 58,38,02,956/-                     |
| Less: Invalid Votes  | 0               | 0                    | 0                                  |
| Net Valid votes      | 139             | 58,38,02,956         | 58,38,02,956/-                     |
| *Votes with Assent   | 120             | 58,37,78,431         | 58,37,78,431/-                     |
| *Votes with Dissent  | 20              | 24,525               | 24,525/-                           |

*\*One shareholder partially voted in favour of the resolution and partially voted against the resolution*



- C. To approve the terms of re-appointment of Mr. Sunil Sharma (DIN: 05359128) as an Executive Director of the Company and approve his remuneration.

The details of voting through e-voting at AGM are as follows:

| Particulars          | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|----------------------|---------------|----------------------|------------------------------------|
| Total Votes received | 15            | 3,13,986             | 3,13,986/-                         |
| Less: Invalid Votes  | 0             | 0                    | 0                                  |
| Net Valid votes      | 15            | 3,13,986             | 3,13,986/-                         |
| *Votes with Assent   | 15            | 3,13,766             | 3,13,766/-                         |
| *Votes with Dissent  | 1             | 220                  | 220/-                              |

*\*One shareholder partially voted in favour of the resolution and partially voted against the resolution*

The details voting through remote e-voting are as follows:

| Particulars          | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|----------------------|-----------------|----------------------|------------------------------------|
| Total Votes received | 139             | 58,38,02,956         | 58,38,02,956/-                     |
| Less: Invalid Votes  | 0               | 0                    | 0                                  |
| Net Valid votes      | 139             | 58,38,02,956         | 58,38,02,956/-                     |
| *Votes with Assent   | 120             | 58,37,78,431         | 58,37,78,431/-                     |
| *Votes with Dissent  | 20              | 24,525               | 24,525/-                           |

*\*One shareholder partially voted in favour of the resolution and partially voted against the resolution*

