

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **FCS SOFTWARE SOLUTIONS LIMITED** will be held on Thursday, 28th September, 2023 at 11.30 AM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Report of the Auditors thereon, and, in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon, as laid before this meeting, be and are hereby received, considered and adopted”.

SPECIAL BUSINESS:

2. **Regularisation of appointment of Mr. Ravinder Sachdeva (DIN: 10280805) as the Whole Time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Regulation 17(1C) any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravinder Sachdeva (DIN: 10280805), who was appointed as an Additional Director and designated as a Whole-Time Director (“Key Managerial Personnel”) of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from 29th August, 2023 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to decide the terms and conditions of appointment including alteration of such terms & conditions as it may deem appropriate in relation to Mr. Ravinder Sachdeva in the capacity of Whole Time Director of the Company during his tenure of 5 (five) years commencing from 29th August, 2023 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 and the rules made thereunder and other applicable laws.”

3. **Consider and approve remuneration of Mr. Ravinder Sachdeva (DIN: 10280805) as Whole Time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, permissions and sanctions as

may be required and pursuant to recommendation of Nomination and Remuneration Committee and of the Board of Directors, the approval of the members of the Company be and is hereby accorded to appoint Mr. Ravinder Sachdeva (DIN: 10280805) as Executive Whole-Time Director ("Key Managerial Personnel") of the Company for a period of 5 (five) years commencing from 29th August, 2023, liable to retire by rotation, on the terms & conditions as set out below with liberty and authority to the Board of Directors (including Nomination and Remuneration Committee) to increase, alter, vary and modify the terms of remuneration from time to time within the scope of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 as may be agreed to between the Board of Directors (including Nomination and Remuneration Committee):

- a) Monthly Remuneration: upto Rs. 8,00,000/- (Rupees Eight Lakhs only) per month;
- c) Benefits, perquisites, Allowances & performance based incentive: As may be determined by the Board from time to time;
- d) Gratuity, Leave Encashment, Provident Fund & Notice period: As per the policies of the Company.

RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Ravinder Sachdeva (DIN: 10280805), the Company has no profits or its profits are inadequate, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive of Mr. Ravinder Sachdeva (DIN: 10280805), shall be the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the total managerial remuneration payable to the Executive Director(s) of the Company taken together in any financial year may exceed the limit of 10% of net profit of the Company and overall managerial remuneration payable to all Director(s) of the Company may exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act, read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT Mr. Ravinder Sachdeva (DIN: 10280805) shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) thereof.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to aforementioned resolutions including filing of necessary e-form(s)/ return(s) with the concerned Registrar of Companies and to deal with all matters connected therewith or incidental thereto, without seeking any further approval of the Members of the Company."

4. Regularisation of appointment of Mrs. Neelam Sharma (DIN: 10291133) as Non-Executive Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], Mrs. Neelam Sharma (DIN: 10291133), who was appointed as an Additional Director in the board of directors at their meeting held on August 29, 2023 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to aforementioned resolutions including filing of necessary e-form(s)/ return(s) with the concerned Registrar of Companies and to deal with all matters connected therewith or incidental thereto, without seeking any further approval of the Members of the Company."

ORDINARY BUSINESS:

5. Re-appointment of Mrs. Neelam Sharma (DIN: 10291133), who retires by rotation at this meeting and being eligible, offers herself for re-appointment

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mrs. Neelam Sharma, who retires by rotation and being eligible, offers herself for reappointment be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation.”

**By order of the Board of Directors
For FCS Software Solutions Limited**

Sd/-

Harsha Sharma

(Company Secretary)

Place: Noida

Date: 29th August, 2023

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated under Item No. 3 and 4 is annexed hereto and forms part of this notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its latest Circular No. 10/2022 dated 28th December, 2023 read with previous circulars issued by MCA being Circular No. 14/2020, Circular No.17/2020, Circular No. 20/2020, Circular No. 2/2021, Circular No. 2/2022 (“MCA Circulars”) pursuant to latest Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India (“SEBI”) read together with previous circulars issued by SEBI in this regard being Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by SEBI (hereinafter collectively referred to as “MCA Circulars or SEBI Circulars or the Circulars”), Annual General Meeting (AGM) is allowed to be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members at common venue till 30th September, 2023. The Board of Directors of the Company has decided to adopt the above circulars issued by MCA and SEBI in conducting Annual General Meeting of the Company through VC/OAVM.

Hence, Members can attend and participate in the ensuing AGM through VC/OAVM, which may not require physical presence of members at a common venue. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM is provided by our RTA i.e. Link Intime India Private Limited. **The Deemed Venue for the 30th AGM shall be the Registered office of the Company.**

3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM. IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2022/62, DATED MAY 13, 2022, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATON 44(4) OF THE LISTING REGULATONS, HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send certified copy of (PDF/JPG Format) Board or governing body Resolution/Authorization letter, authorizing

its representative to attend the AGM through VC / OAVM on its behalf and vote in the manner prescribed in the notes below.

5. In compliance with aforesaid MCA Circulars and SEBI Circulars, Notice of 30th AGM together with the Annual Report for the financial year 2022-23 are being sent by electronic mode only to all Members whose email addresses are registered with the Company or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company’s Website at www.fcsltd.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
6. As per Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, Securities of Listed Companies can be transferred only in dematerialized form with effect from April, 2019. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form with effect from 24th January, 2022. In view of this and to eliminate all risk associated with physical shares and for ease of portfolio management, member holding shares in physical form are requested to consider converting their holding to dematerialized form.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
9. Details as per the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment /re-appointment at the ensuing Annual General Meeting is appended to the Notice.
10. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional investors, Directors, Key Managerial Personnel, the chairperson of Audit committee, Nomination and Remuneration Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis. Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
11. Members are requested to send their queries at least 3 days before the date of meeting so that information can be made available at the meeting.
12. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2023 to Thursday, 28th September, 2023 (both days inclusive) for the purpose of the Meeting.
13. Mr. Neeraj Arora, Practicing Company Secretary (Certificate of Practice No. 16186) has been appointed as scrutinizer to scrutinize the e-voting process in fair and transparent manner.

PROCEDURE FOR SPEAKER REGISTRATION AND TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered Email ID to investors@fcsltd.com till Sunday, September 24, 2023. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

SPEAKER REGISTRATION FORM

Name of Shareholder (including joint holder)	
DPID-CLID / Folio Number	
Permanent Account Number (PAN)	
Mobile Number	
Professional Query in brief	

*All fields are mandatory

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account/ folio number, email id, mobile number at investors@fcsltd.com. The same will be replied by the Company suitably.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

- ▶ Select the “**Company**” and “**Event Date**” and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

Link Intime India Private Limited

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will

authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- * *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
 - * *Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

General

- a) The voting period begins on 25th September, 2023 (9:00 am) and ends on 27th September, 2023 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date i.e. 21st September, 2023.
- b) Shareholders may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
- c) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2023 may follow the same instructions as mentioned above for e-voting.
- d) Mr. Neeraj Arora, Practicing Company Secretary (Membership No. 10781) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- e) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 21st September, 2023.

**By order of the Board of Directors
For FCS Software Solutions Limited**

Sd/-

**Harsha Sharma
(Company Secretary)**

Place: Noida

Date: 29/08/2023

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS PER REGULATION 36 OF LISTING REGULATIONS WITH THE STOCK EXCHANGE AND AS SECRETARIAL STANDARD – 2 ISSUED BY ICSI:

Name of Director	Mr. Ravinder Sachdeva (DIN:10280805)
Date of Birth	03/04/1976, 47 Years
Category/Designation	Executive Director (Whole-time)
Nationality	Indian
Date of Appointment on the Board	29 th August, 2023
Qualifications	Graduate
Number of Shares held in the Company	Nil

Expertise in specific functional area	More than 20 years of experience in handling various roles as visual media designer, e-learning developer and project head etc.
Last Drawn Remuneration incl. Sitting Fees for Board & Committee(s) Meetings (2022-23)	Rs. 2,71,280/- per month
Number of Board Meetings attended during the year	Nil
Relationship with any Director(s) of the Company	Not Applicable
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL
In case of independent directors, the skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

Name Of Director	Mrs. Neelam Sharma (DIN: 10291133)
Date of Birth	01/08/1969, 54 Years
Category/Designation	Director (Non – Executive)
Nationality	Indian
Date of Appointment on the Board	29 th August, 2023
Qualifications	Masters in Social Service
Number of Shares held in the Company	46,390
Expertise in specific functional area	More than 20 years of experience in social work
Last Drawn Remuneration incl. Sitting Fees for Board & Committee(s) Meetings (2022-23)	Nil
Number of Board Meetings attended during the year	Not Applicable
Relationship with any Director(s) of the Company	She is wife of Mr. Dalip Kumar, Chairman & Managing Director of the Company.
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL
In case of independent directors, the skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

Inter-se relationship between directors as required under Regulation 36 (3) (c) of Listing Regulation:

Mrs. Neelam Sharma is the wife of Mr. Dalip Kumar, Chairman & Managing Director of the Company.

**By order of the Board of Directors
For FCS Software Solutions Limited**

Place: Noida
Date: 29/08/2023

Sd/-
Harsha Sharma
(Company Secretary)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned under Items of the accompanying Notice dated August 29, 2023

Item No. 2

Based on the recommendations of the Nomination & Remuneration Committee and under the provisions of Section 161 of the Act, the Board of Directors in their meeting held on Tuesday, 29th August, 2023 has appointed Mr. Ravinder Sachdeva (DIN:10280805) as an Additional Director in the capacity of Executive Director on the Board of the Company who holds his office up to date of this Annual General Meeting.

The appointment of Mr. Ravinder Sachdeva (DIN: 10280805) as an Executive Director shall be effective upon approval by the members in their Meeting under the provisions of Section 152 of the Companies Act, 2013 (“the Act”). The Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director.

Mr. Ravinder Sachdeva (DIN: 10280805) has also given his consent to act as a Director and has given a declaration stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Ravinder Sachdeva (DIN: 10280805) fulfils the conditions for his appointment as an Executive Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ravinder Sachdeva (DIN: 10280805) possesses appropriate skills, experience and knowledge.

The relevant particulars of Mr. Ravinder Sachdeva (DIN: 10280805) as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by the Institute of Company Secretaries of India (ICSI) is annexed to this notice.

Copy of letter of appointment of Mr. Ravinder Sachdeva (DIN: 10280805) setting out the terms and conditions of appointment is available for inspection by the members at the website of the Company at www.fcsltd.com

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.2 of the Notice.

The Board recommends the Ordinary Resolution set out at item No. 2 of the Notice for approval by the members.

Item No. 3

It would be appropriate to approve remuneration of Mr. Ravinder Sachdeva as an Executive Whole-Time Director of the Company for the period of his appointment. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee recommends remuneration of Mr. Ravinder Sachdeva, Executive Whole-Time Director of the Company subject to the approval of shareholders of the Company in Annual General Meeting to be held on Thursday, 28th day of September, 2023 as a Special Resolution, at the remuneration, in accordance with norms laid down in Section 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under Schedule V of the Companies Act, 2013.

The proposed remuneration and terms and conditions of appointment of Mr. Ravinder Sachdeva (DIN: 10880805) are as given below:

Remuneration, benefits and perquisites:

- I. **Salary:** A total Salary within the range of Rs. 8,00,000/- (Eight Lakhs Only) per month including all the allowances and perquisites, shall be payable to him or any of his relatives with the power to the Board or any committee thereof, to increase the salary within the said range on the basis of his performance.
- II. **Limit on Remuneration:** The remuneration as specified in clauses above shall be subject to the overall limit as specified under Section 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

The Board of Directors or any committee thereof may alter/vary the remuneration from time to time, provided that the aggregate of the above salary, allowances, perquisite, variable pay and other benefits shall not exceed Rs. 8,00,000/- (Eight lakhs only) per month.

- III. **Minimum Remuneration:** Subject to the provisions of the Companies Act, 2013 and or any other approval required, if any, under any other act, the consent of the shareholders is being accorded that the above remuneration shall be minimum remuneration payable to this Director in the event of absence or inadequacy of profit in any financial year during his tenure.

Save and except Mr. Ravinder Sachdeva and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board recommends this resolution for the approval of the members as Special Resolution.

- IV. **Sitting Fees:** He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company and committees thereof.

Item No. 4

Based on the recommendations of the Nomination & Remuneration Committee and under the provisions of Section 161 of the Act, the Board of Directors in their meeting held on Friday, 29th August, 2023 has appointed Mrs. Neelam Sharma (DIN: 10291133) as an Additional Director in the capacity of Non-Executive Director on the Board of the Company who holds her office up to date of this Annual General Meeting.

The appointment of Mrs. Neelam Sharma (DIN: 10291133) as Non-Executive Director shall be effective upon approval by the members in their Meeting under the provisions of Section 152 of the Companies Act, 2013 ("the Act"). The Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of a Director. Mrs. Neelam Sharma. (DIN: 10291133) has also given her consent to act as a Director and has given a declaration stating that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mrs. Neelam Sharma (DIN: 10291133) fulfils the conditions for her appointment as Non-Executive Director as specified in the Act and the Listing Regulations. Mrs. Neelam Sharma (DIN: 10291133) possesses appropriate skills, experience and knowledge.

The relevant particulars of Mrs. Neelam Sharma (DIN: 10291133) as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by the Institute of Company Secretaries of India (ICSI) is annexed to this notice.

Copy of letter of appointment of Mrs. Neelam Sharma (DIN: 10291133) setting out the terms and conditions of appointment is available for inspection by the members at the website of the Company at www.fcsltd.com

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Dalip Kumar, Chairman & Managing Director of the Company who is the spouse of Mrs. Neelam Sharma are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.4 of the Notice.

The Board recommends the Ordinary Resolution set out at item No. 4 of the Notice for approval by the members.

**By order of the Board of Directors
For FCS Software Solutions Limited**

Place: Noida
Date: 29/08/2023

Sd/-
Harsha Sharma
(Company Secretary)