

FCS/STX/2023

29th September, 2023

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 30th 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 30th Annual General Meeting of the Shareholders of the Company which was held on Thursday, 28th September, 2023 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 (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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.

Company Secretary

Harsha Sharma

(Company Secretary)

Membership No.: A33548



FCS Software Solutions Limited

1 - To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2023.

Resolution Required : (Ordinary)		Whether promoter/ promoter group are interested in the agenda/resolution?						
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		335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	335962450		0.0000	0	0	0.0000	0.0000
	Total		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	977718		0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		195468063	14.2406	195319393	148670	99.9239	0.0761
	Poll		7758	0.0006	7758	0	100.0000	0.0000
	Postal Ballot	1372612932		0.0000	0	0	0.0000	0.0000
	Total		195475821	14.2412	195327151	148670	99.9239	0.0761
Total		1709553100	531391881	31.0837	531243211	148670	99.9720	0.0280


 Company Secretary
 FCS Software Solutions Ltd.

FCS Software Solutions Limited

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

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

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	335916060	99.9862	335916060	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		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting	977718	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	1372612932	195466488	14.2405	195228293	238195	99.8781	0.1219
	Poll		7758	0.0006	7758	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		195474246	14.2411	195236051	238195	99.8781	0.1219
Total		1709553100	531390306	31.0836	531152111	238195	99.9552	0.0448

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Company Secretary

FCS Software Solutions Limited

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

Resolution Required : (Special)		3 - Consider and approve remuneration of Mr. Ravinder Sachdeva (DIN: 10280805) as Executive Whole-Time Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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		335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	335962450	0	0.0000	0	0	0.0000	0.0000
	Total		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	977718	0	0.0000	0	0	0.0000	0.0000
	Total		195465516	14.2404	195224077	241439	99.8765	0.1235
Public Non Institutions	E-Voting		7758	0.0006	7758	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1372612932	0	0.0000	0	0	0.0000	0.0000
	Total		195473274	14.2410	195231835	241439	99.8765	0.1235
Total		1709553100	531389334	31.0835	531147895	241439	99.9546	0.0454

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Company Secretary


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

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	335962450						
	Total		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	977718	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		195465608	14.2404	195246344	219264	99.8878	0.1122
	Poll		7758	0.0006	7758	0	100.0000	0.0000
	Postal Ballot	1372612932	0	0.0000	0	0	0.0000	0.0000
	Total		195473366	14.2410	195254102	219264	99.8878	0.1122
Total		1709553100	531389426	31.0835	531170162	219264	99.9587	0.0413


FCS Software Solutions Ltd.
Company Secretary

FCS Software Solutions Limited

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

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

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		335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	335962450	0	0.0000	0	0	0.0000	0.0000
	Total		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	977718	0	0.0000	0	0	0.0000	0.0000
	Total		195465518	14.2404	195225305	240213	99.8771	0.1229
Public Non Institutions	E-Voting		7758	0.0006	7758	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1372612932	195473276	14.2410	195233063	240213	99.8771	0.1229
	Total		531389336	31.0835	531149123	240213	99.9548	0.0452
Total		1709553100						


FCS Software Solutions Ltd.
 Company Secretary

NEERAJ ARORA & ASSOCIATES

COMPANY SECRETARIES

B-19/B, Somdutt Chambers - 1,
Bhikaji Cama Place, New Delhi - 110 066
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 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended]

To,
The Company Secretary
FCS SOFTWARE SOLUTIONS LIMITED
CIN: L72100DL1993PLC179154
205, 2nd Floor, Agrawal Chamber IV,
27, Near Sawarker Block, Vikas Marg,
Shakerpur, Delhi - 110092

Dear Ma'am,

I, Neeraj Arora, Proprietor of M/s Neeraj Arora & Associates, Practising Company Secretaries having office at B-19/B, Somdutt Chambers-1, Bhikaji Cama Place, New Delhi - 110066, was appointed as Scrutinizer by the Board of Directors of **FCS Software Solutions Limited** ("the Company") in its meeting held on 29th day of August, 2023 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 30th Annual General Meeting ('AGM'), under the provisions of Section 108 of the Act read with the Rules and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 2/2022 and 10/2022 issued by the Ministry of Corporate Affairs ("MCA") on April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 respectively and Securities and Exchange Board of India ("SEBI") Circulars dated May 12, 2020, January 15,



2021, May 13, 2022 and January 5, 2023 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect of the resolutions mentioned in the Notice dated August 29, 2023 ("AGM Notice") for 30th AGM of the Company held on Thursday, 28th day of September, 2023 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

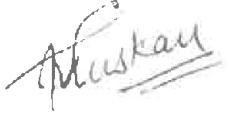
I submit my report as under:-

1. The Management of the Company is responsible to ensure the compliance with the requirements of - (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Listing Regulations related to remote e-voting/ e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also for ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by Link Intime India Private Limited.
3. The remote e-voting period commenced on September 25, 2023 at 09:00 A.M. (IST) and ended on September 27, 2023 at 05:00 P.M. (IST) via e-voting platform on the designated website of Link Intime India Private Limited. Authorized Agency to provide e-voting facility viz: i.e. <https://instavote.linkintime.co.in> and the Company provided e-voting facility to the Members who participated/ attended the AGM through VC/OAVM to enable such Members to cast their vote at the AGM, if they had not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the "cut off" date i.e. September 21, 2023 were entitled to avail the facility of remote e-voting as well as e-voting at AGM (herein collectively referred as "e-votes/ e-voting") on the proposed resolutions as set out in the AGM Notice.



5. After completion of e-voting at the AGM, the e-votes cast by the shareholders were unblocked in the presence of two witnesses i.e. Ms. Monika and Ms. Muskan who are not in the employment of the Company and have signed below:


Ms. Monika


Ms. Muskan

6. The data of e-votes was diligently scrutinized and reconciled with the records maintained by the Link Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. The consolidated summary of results of e-voting are as under:

Resolution No. 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors' thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2023.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	7,758	53,12,35,453	53,12,43,211	99.9720
Dissent	0	1,48,670	1,48,670	0.0280
Total	7,758	53,13,84,123	53,13,91,881	100

Therefore, the Resolution No. 1 has been approved with requisite majority and further details of e-votes are given in Annexure-A.



Resolution No. 2: Regularisation of appointment of Mr. Ravinder Sachdeva (DIN: 10280805) as the Whole Time Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	7,758	53,11,44,353	53,11,52,111	99.9552
Dissent	0	2,38,195	2,38,195	0.0448
Total	7,758	53,13,82,648	53,13,90,306	100

Therefore, the Resolution No. 2 has been approved with requisite majority and further details of e-votes are given in Annexure-B.

Resolution No. 3: To consider and approve remuneration of Mr. Ravinder Sachdeva (DIN: 10280805) as Whole Time Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	7,758	53,11,40,137	53,11,47,895	99.9546
Dissent	0	2,41,439	2,41,439	0.0454
Total	7,758	53,13,81,576	53,13,89,334	100

Therefore, the Resolution No. 3 has been approved with requisite majority and further details of e-votes are given in Annexure-C.



Resolution No. 4: Regularisation of appointment of Mrs. Neelam Sharma (DIN: 10291133) as Non-Executive Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	7,758	53,11,62,404	53,11,70,162	99.9587
Dissent	0	2,19,264	2,19,264	0.0413
Total	7,758	53,13,81,668	53,13,89,426	100

Therefore, the Resolution No. 4 has been approved with requisite majority and further details of e-votes are given in Annexure-D.

Resolution No. 5: Re-appointment of Mrs. Neelam Sharma (DIN: 10291133), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	7,758	53,11,41,365	53,11,49,123	99.9548
Dissent	0	2,40,213	2,40,213	0.0452
Total	7,758	53,13,81,578	53,13,89,336	100

Therefore, the Resolution No. 5 has been approved with requisite majority and further details of e-votes are given in Annexure-E.



Thanking You,

For NEERAJ ARORA & ASSOCIATES
COMPANY SECRETARIES



Neeraj Arora

Scrutinizer

CP No.: 16186

UDIN: F010781E001122353

September 29, 2023

New Delhi

Countersigned by



Harsha Sharma
Company Secretary
September 29, 2023

Annexure - A

Details of e-voting at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	7	7,758	7,758
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	7	7,758	7,758
d) Votes with Assent	7	7,758	7,758
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	414	53,13,84,123	53,13,84,123
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	414	53,13,84,123	53,13,84,123
d) Votes with Assent*	390	53,12,35,453	53,12,35,453
e) Votes with Dissent*	30	1,48,670	1,48,670

*there are 6 (six) shareholders who voted partially in favour of the resolution and partially against the resolution



Annexure - B

Details of e-voting at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	7	7,758	7,758
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	7	7,758	7,758
d) Votes with Assent	7	7,758	7,758
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	411	53,13,82,548	53,13,82,548
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	413	53,13,82,548	53,13,82,548
d) Votes with Assent*	372	53,11,44,353	53,11,44,453
e) Votes with Dissent*	46	2,38,195	2,38,195

*there are 7 (seven) shareholders who voted partially in favour of the resolution and partially against the resolution.



Annexure - C

Details of e-voting at AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	7	7,758	7,758
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	7	7,758	7,758
d) Votes with Assent	7	7,758	7,758
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	410	53,13,81,576	53,13,81,576
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	410	53,13,81,576	53,13,81,576
d) Votes with Assent*	369	53,11,40,137	53,11,40,137
e) Votes with Dissent*	44	2,41,439	2,41,439



Annexure - D

Details of e-voting at AGM & remote e-voting for Resolution No.- 4 are as under:

D1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	7	7,758	7,758
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	7	7,758	7,758
d) Votes with Assent	7	7,758	7,758
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	411	53,13,81,668	53,13,81,668
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	411	53,13,81,668	53,13,81,668
d) Votes with Assent*	369	53,11,62,404	53,11,62,404
e) Votes with Dissent*	47	2,19,264	2,19,264

*There are 5 (five) shareholders who voted partially in favour of the resolution and partially against the resolution



Annexure - E

Details of e-voting at AGM & remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	7	7,758	7,758
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	7	7,758	7,758
d) Votes with Assent	7	7,758	7,758
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	410	53,13,81,578	53,13,81,578
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	410	53,13,81,578	53,13,81,578
d) Votes with Assent*	363	53,11,41,365	53,11,41,365
e) Votes with Dissent*	49	2,40,213	2,40,213

*there are 2 (two) shareholders who voted partially in favour of the resolution and partially against the resolution.

