

FCS/STX/2024

August 24, 2024

To,
The Department of Corporate Services
The Bombay Stock Exchange Limited
27th Floor, P.J. Tower, Dalal Street,
Mumbai-400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 001

Sub: Notice of 31st Annual General Meeting of the Company.

Dear Sir/ Madam,

Pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 31st Annual General Meeting (AGM) of FCS Software Solutions Limited, scheduled to be held on Friday, 20th September, 2024 at 11:30 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

This is for your information and record.

Please take note of the same.

Thanking you,

For **FCS Software Solutions Limited**

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

enterprise interfaces

collaborative platforms

business-processes



NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **M/S. FCS SOFTWARE SOLUTIONS LIMITED** will be held on Friday, 20th September, 2024 at 11.30 AM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, 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, 2024, 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, 2024, 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, 2024, together with the Report of the Auditors thereon, as laid before this meeting, be and are hereby received, considered and adopted”.

2. **Re-appointment of Mr. Ravinder Sachdeva (DIN: 10280805), who retires by rotation at this meeting and being eligible, offers himself 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** Mr. Ravinder Sachdeva (DIN: 10280805), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESSES:

3. **CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. DALIP KUMAR AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 117(3), 196, and 203 read with the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 and the Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, of the Companies Act, 2013, and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and any other laws, regulations prevailing for the time being in force and upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint Mr. Dalip Kumar (DIN- 00103292) as Chairman & Managing Director of the Company for a period of five years with effect from 01.04.2025 to 31.03.2030 on such terms and conditions, as recommended by the Nomination and Remuneration Committee and as may be agreed to between the Board and Mr. Dalip Kumar as set out in the explanatory statement annexed.

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. CONSIDER AND APPROVE THE REMUNERATION OF MR. DALIP KUMAR, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:

To consider and approve the payment of remuneration to Mr. Dalip Kumar, Chairman & Managing Director of the Company for a period of 3 (Three) years w.e.f. 01 April, 2025 and if thought fit, pass the following resolution as a **Special Resolution**, with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for the payment of remuneration to Mr. Dalip Kumar (DIN-00103292) as Chairman & Managing Director of the Company including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year for a period of 3 (Three) years w.e.f. 01 April, 2025 set out below:

- a. Salary: upto Rs. 5,00,000/- (Rupees Five Lakhs only) per month;
- b. Commission: upto 3% of the net profits calculated in the manner laid down under Section 197 of the Companies Act, 2013;
- c. Benefits, Perquisites & Allowances: As may be determined by the Board from time to time;
- d. Gratuity, Leave Encashment & Provident Fund: As per the policies of the Company.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during his tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Dalip Kumar (DIN: 00103292), Chairman & Managing Director of the Company, as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

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.”

5. REGULARISATION OF APPOINTMENT OF MR. PANKAJ WADHWA (DIN: 06709178) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT**, pursuant to Section 149, 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act 2013, (including any Statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, as amended from time to time and applicable provisions of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Pankaj Wadhwa (holding DIN - 06709178) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 22.08.2024 and who holds office till the date of ensuing AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Pankaj Wadhwa as a candidate for the office of a director of the company, be and is hereby appointed as a Non Executive Independent Director of the Company to hold office for 5 (five) years from the 22.08.2024 till 21.08.2029, not 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.”

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

**Place: Noida
Date: 22.08.2024**

**Harsha Sharma
Company Secretary
M.No. A33548**

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, 4 and 5 is annexed hereto and forms part of this notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its latest Circular No. 09/2023 dated September 25, 2023, 10/2022 dated 28th December, 2022 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/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, 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 be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members at common venue till 30th September, 2024. 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.

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. Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, 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 REGULATION 44(4) OF THE LISTING REGULATIONS, 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 31st AGM together with the Annual Report for the financial year 2023-24 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 2023-24 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 dematerialized form shall be effected only in dematerialized 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 Thursday, 12th September, 2024 to Friday, 20th September, 2024 (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.

14. 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 Monday, September 16, 2024. 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.

15. Process and manner for attending the Annual General Meeting through Insta Meet:

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

1. 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.
2. 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 Insta Meet:

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 panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist 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.

Insta Meet 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:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a. Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b. Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Or

User who have not registered for NSDL IDeAS facility:

- a. To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided with Login ID and password.
- d. After successful login, click on “Access to e-voting”.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a. Visit URL: <https://www.evoting.nsd.com/>
- b. Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b. Click on New System Myeasi
- c. Login with user id and password
- d. After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Or

Users who have not registered for CDSL Easi/Easiest facility.

- a. To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided Login ID and password.
- d. After successful login, user will be able to see e-voting menu.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a. Visit URL: <https://www.cdslindia.com/>
- b. Go to e-voting tab.
- c. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e. After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a. Login to DP website
- b. After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d. After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the 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. Visit 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 (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a. Visit URL: <https://instavote.linkintime.co.in>
- b. Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c. Fill up your entity details and submit the form.
- d. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f. While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section

- c) Map the Investor with the following details:
 - a. 'Investor ID' –
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on 'Votes Entry' tab under the Menu section.
- c. Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d. Enter '16-digit Demat Account No.' for which you want to cast vote.
- e. 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).
- f. After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g. 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. You will be able to see the notification for e-voting in inbox.
- c. Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d. Download sample vote file from 'Download Sample Vote File' option.
- e. Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f. Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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 17th September, 2024 (9:00 am) and ends on 19th September, 2024 (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. 13th September, 2024.
- 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. 13th September, 2024 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 13th September, 2024.
- f. Members who have not registered their email addresses are requested to register the same in respect of shares held in electronic form with the depository through their depository participant (s) and in respect of shares held in physical form, by writing to the company’s Registrar and Share Transfer Agent, Linkin Time India Private Limited.

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

**Place: Noida
Date: 22.08.2024**

**Harsha Sharma
Company Secretary
M.No. A33548**

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

Name of Director	Mr. Ravinder Sachdeva (DIN: 10280805) (Re-appointment)
Date of Birth	03.04.1976 (48 Years)
Category/Designation	Executive Whole Time Director
Nationality	Indian
Date of Appointment on the Board	29.08.2023
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 (2023-24)	Rs. 2,89,284/- Per Month
Number of Board Meetings attended during the year	1 out of 3
Relationship with any Director(s) of the Company	Nil
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	-
Terms and Conditions of Appointment/Re-Appointment	As approved by Shareholders' Resolution.
Name of Director	Mr. Dalip Kumar (Re-appointment)
Date of Birth	21 st December, 1961
Category/Designation	Chairman & Managing Director
Nationality	Indian
Date of Appointment on the Board	5 th May, 1993
Qualifications	Post Graduate
Number of Shares held in the Company	18,59,16,060
Expertise in specific functional area	He is having more than 35 years of global industry experience and has worked on large projects in implementing paper less offices, office automation and workflow management for clients in government, banking, infrastructure and private sector. He has been working on Web based projects and ERP centric projects for many years. His special expertise area now is to build e-business and implement e-services. He has managed various projects starting from microprocessors to mainframes in terms of technology and man management.
Last Drawn Remuneration incl. Sitting Fees for Board & Committee(s) Meetings (2023-24)	Nil

Number of Board Meetings attended during the year	1 out of 6
Relationship with any Director(s) of the Company	Husband of Mrs. Neelam Sharma, Non-Executive Director
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	Nil.
Terms and Conditions of Appointment/Re-Appointment	As per Explanatory Statement.

Name of Director	Mr. Pankaj Wadhwa
Date of Birth	15.08.1989
Category/Designation	Non-Executive Independent Director
Nationality	Indian
Date of Appointment on the Board	22.08.2024
Qualifications	PhD.
Number of Shares held in the Company	Nil
Expertise in specific functional area	15 Years
Last Drawn Remuneration incl. Sitting Fees for Board & Committee(s) Meetings (2023-24)	N.A.
Number of Board Meetings attended during the year	N.A.
Relationship with any Director(s) of the Company	Nil
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	Mr. Pankaj Wadhwa has aggregate of 15 years of experience as Professor in Medicinal Chemistry, PCI Inspector, Research Associate, Entrepreneurship Coordinator etc.
Terms and Conditions of Appointment/Re-Appointment	As per Explanatory Statement.

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

Place: Noida
Date: 22.08.2024

Harsha Sharma
Company Secretary
M.No. A33548

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT, 2013**

ITEM NO. 3 and 4

The Board of Directors has recommended the re-appointment of Mr. Dalip Kumar, Chairman & Managing Director of the Company for a further term of five years w.e.f., April 01, 2025 to March 31, 2030.

Mr. Dalip Kumar is the promoter of the Company and has been serving as the Chairman & Managing Director since the Incorporation of the Company and has more than 35 years of global industry experience and has worked on large projects in implementing paper less offices, office automation and workflow management for clients in government, banking, infrastructure and private sector. He has been working on Web based projects and ERP centric projects for many years. His special expertise area now is to build e-business and implement e-services. He has managed various projects starting from microprocessors to mainframes in terms of technology and man management.

Now, the Board of Directors on the Recommendation of Nomination and Remuneration Committee proposes to re-appoint Mr. Dalip Kumar as Chairman & Managing Director of the Company for further term of five years w.e.f. April 01, 2025 to March 31, 2030 on such terms, conditions and remuneration as recommended by Nomination and Remuneration Committee within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board and Mr. Dalip Kumar.

In compliance with the provisions of Section 196, 203 and other applicable provisions, if any read with Schedule V to the Act and the Articles of Association of the Company and subject to such other approvals, as may be required, the re-appointment and terms of re-appointment of Mr. Dalip Kumar as the Chairman & Managing Director is now being placed before the Members for their approval.

The material provisions of the agreement to be entered into with Mr. Dalip Kumar for a period of 3 years are as under:-

Salary: upto Rs. 5,00,000/- (Rupees Five Lakhs only) per month;

Commission: upto 3% of the net profits calculated in the manner laid down under Section 197 of the Companies Act, 2013;

Benefits, Perquisites & Allowances: As may be determined by the Board from time to time;

Gratuity, Leave Encashment & Provident Fund: As per the policies of the Company.

CEILING ON REMUNERATION:

The aggregate remuneration shall not exceed the limits provided in Sections 197 read with Schedule V of the Companies Act, 2013.

The shareholders' approval may be sought for authorization to increase, vary or amend the remuneration including salary, perquisites and benefits, minimum remuneration and other terms of re-appointment of the Chairman & Managing Director from time to time, as deemed expedient or necessary during the tenure of his appointment.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Dalip Kumar are in any way concerned or interested in the said resolution.

The Board recommends Resolution of Item No. 3 be passed as Ordinary Resolution and Item No. 4 be passed as Special Resolution for your approval.

DETAILS AS PER SCHEDULE V OF THE COMPANIES ACT, 2013

Since the remuneration proposed for Mr. Dalip Kumar may be governed by the provisions of Section II of Part II of Schedule V to the Act, following information is given with abundant caution:

I. General Information

1. Nature of Industry:

The Company is engaged in IT and ITes Business.

2. Date of commencement of commercial production: N.A.

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Standalone Financial Performance based on given Indicators:

Amount in Lakhs

Particulars	FY ended on 31.03.2024	FY ended on 31.03.2023
Total Income	3619.08	3494.88
Profit before Tax	(1397.26)	267.02
Finance Cost	102.57	174.05
Depreciation	361.33	419.56
Tax Expenses	(4.61)	72.35

II. Information about Appointee

Particulars	Detail
Background Detail	He is having more than 35 years of global industry experience and has worked on large projects in implementing paper less offices, office automation and workflow management for clients in government, banking, infrastructure and private sector. He has been working on Web based projects and ERP centric projects for many years. His special expertise area now is to build e-business and implement e-services. He has managed various projects starting form microprocessors to mainframes in terms of technology and man management.
Past Remuneration:	Nil
Recognition or awards	Nil
Job profile Suitability	Mr. Dalip Kumar is Chairman & Managing Director of the Company and has been serving on the Board of the Company since incorporation.
Remuneration proposed	As per Explanatory Statement
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Dalip Kumar as Chairman & Managing Director, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	Husband of Ms. Neelam Sharma Non-Executive Independent Director

III. Other Information: The Company does not envisage any loss during this tenure. However, the profits may remain inadequate for giving the proposed remuneration to Mr. Dalip Kumar as the Company is in growing stage. Further, the Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future years.

- IV. Disclosures:** The Complete information and disclosures of the remuneration package including commissions and other benefits to all managerial personnel of the Company have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration paid or payable to Directors for the year ended 31st March, 2024.

ITEM NO. 5

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 22.08.2024 has appointed Mr. Pankaj Wadhwa (DIN: 06709178) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company who holds his office up to date of this Annual General Meeting.

The appointment of Mr. Pankaj Wadhwa (DIN: 06709178) as Non-Executive Independent Director shall be effective upon approval by the members in their Meeting under the provisions of Section 149 and 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. Pankaj Wadhwa (DIN: 06709178) has 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 and that he meets the criteria of independence as prescribed in both sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Pankaj Wadhwa (DIN: 06709178) fulfils the conditions for his appointment as an Independent Non-Executive Director as specified in the Act and the Listing Regulations. Mr. Pankaj Wadhwa (DIN: 06709178) is independent of the Management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Mr. Pankaj Wadhwa (DIN: 06709178) 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. Pankaj Wadhwa (DIN: 06709178) 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. Pankaj Wadhwa are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.5 of the Notice.

The Board recommends the Special Resolution set out at item No. 5 of the Notice for approval by the members.

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

**Place: Noida
Date: 22.08.2024**

**Harsha Sharma
Company Secretary
M.No. A33548**