

FCS/STX/2024

20th September, 2024

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: Outcome of the 31st Annual General Meeting held on 20th September, 2024

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that 31st Annual General Meeting of the Company was held today at 11.30 A.M through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility provided by Link Intime India Private Limited and concluded at 11:55 A.M.

The following resolutions were passed by the members through remote e-voting started from 17th September, 2024, 9:00 A.M and ends on 19th September, 2024, 5:00 P.M and e-Voting at the Annual General Meeting with requisite majority.

S. No.	Item/Resolution	Type of Resolution
A.	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.	Ordinary Resolution
2.	Re-appointment of Mr. Ravinder Sachdeva (DIN: 10280805), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	Ordinary Resolution
B.	SPECIAL BUSINESSES	
3.	To Consider and Approve the Re-Appointment of Mr. Dalip Kumar as Chairman & Managing Director of the Company.	Ordinary resolution



4.	To Consider and Approve the remuneration of Mr. Dalip Kumar, Chairman & Managing Director of the Company.	Special Resolution
5.	To Regularize the appointment of Mr. Pankaj Wadhwa (DIN: 06709178) as an Independent Director of the Company.	Special Resolution

We are also enclosing herewith a summary of proceedings of meeting.

This is for your information and records.

Thanking You,

Yours faithfully,

For FCS Software Solutions Limited

Harsha Sharma
(Company Secretary)
Membership No.: A33548

PROCEEDINGS OF 31ST ANNUAL GENERAL MEETING OF FCS SOFTWARE SOLUTIONS LIMITED HELD ON FRIDAY, 20TH SEPTEMBER, 2024

1. The 31st Annual General Meeting of the Company held on Friday, 20th September, 2024, at 11.30 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The meeting was held in compliance with circular Nos. 09/2023 dated September 25, 2023 and 10/2022 dated 28th December, 2022 read with previous circulars issued by MCA bearing 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 read with 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/CMDI/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”).

Proceedings in brief:

2. Mr. Shayam Sunder Sharma, Non-executive Independent Director of the Company, occupied the chair.
3. As per section 103 of Companies Act, 2013 required quorum for convening the Annual General Meeting was present.
4. The Chairman welcomed the members to 31st Annual General Meeting of Company through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The Chairman introduced the Directors present. The meeting was started with introduction of all the directors, members of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee who had attended the meeting through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) from their respective location.
5. The notice of Annual General Meeting along with Directors Report and Auditors Report were taken as read by the Chairman.
6. The Company Secretary read out the details of remote e-voting and instructions for AGM. She stated that in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder, the remote e-voting facility for voting on the resolution(s) contained in the Notice of the 31st Annual General Meeting was provided to the Members of the Company from 9.00 A.M. on 17th September 2024 and up to 5.00 P.M. on 19th September, 2024 and that the e-voting module was closed by Link Intime India Private Limited thereafter.
7. The following items of business as set out in notice convening 31st Annual General Meeting were placed before members for consideration and approval:-

There were five items to be considered at this AGM-

Items under Ordinary business are:

- a. 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.

- b. Re-appointment of Mr. Ravinder Sachdeva (DIN: 10280805), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

Items under Special business are:

- c. Consider and Approve the re-appointment of Mr. Dalip Kumar as Chairman & Managing Director of the Company.
 - d. Consider and Approve the remuneration of Mr. Dalip Kumar, Chairman & Managing Director of the Company.
 - e. Regularization of Appointment of Mr. Pankaj Wadhwa (DIN: 06709178) as an Independent Director of the Company.
8. Twelve members who had registered themselves as the speaker to ask questions or express their views. Out of Twelve registered members only 5 registered members have duly attended and speak out at the meeting. The Company Secretary thereafter requested the Members who had not voted through remote e-voting to vote through e-voting process provided at the AGM. Mr. Neeraj Arora, Practicing Company Secretary was appointed as Scrutinizer for scrutinizing the remote e- voting and e-voting at the AGM.

Voting by Members:

9. The Company had provided remote e-voting facility to its members to cast votes electronically on all items of business set out in the Notice. Further, the facility to vote on resolutions through electronic voting system at the meeting was made available to the members who participated in the meeting and had not cast their votes through remote e-voting.
10. Thereafter, Chairman declared the closure of the meeting.
11. There being no other business to transact, the meeting was concluded at 11:55 A.M.

Note: This is only the summarized proceedings of the Annual General Meeting.

Please take on note record of the same.

For **FCS Software Solutions Limited**

Harsha Sharma
Company Secretary
M. No.: A33548
Date: 20.09.2024