

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF M/S. FCS SOFTWARE SOLUTIONS LIMITED HELD ON THURSDAY, 13TH FEBRUARY, 2025 AT 4:00 P.M. AT CORPORATE OFFICE OF THE COMPANY SITUATED AT FCS HOUSE, PLOT NO. 83, NSEZ, NOIDA DADRI ROAD, PHASE II, GAUTAM BUDDHA NAGAR, NOIDA 201305 (U.P.), INDIA.

TO CONSIDER THE APPOINTMENT OF MR. PRADEEP KUMAR SHARMA (DIN: 10944540) AS AN ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provision of Section 149, 150, 152 and 161 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 and Regulation 17, 25 and 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to Shareholders' approval in ensuing general meeting, the Nomination & Remuneration Committee be and is hereby recommends the name of Mr. Pradeep Kumar Sharma (DIN: 10944540) to be appointed as an Additional Director to act as Independent Director of the Company w.e.f., 13th Day of February 2025, to hold office till the conclusion of the ensuing General Meeting, not liable to retire by rotation on such terms and conditions as decided by Board of Directors of the Company.

FURTHER RESOLVED THAT Mr. Dalip Kumar, Chairman & Managing Director and/or Narendra Prasad Sah, Chief Financial Officer of the Company be and are hereby severally authorized to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter with the Concerned ROC and Intimate to Stock Exchanges where Company is Listed".

**Certified to be true
For FCS Software Solutions Limited**

Neelam Sharma

DIN: 10291133

Director

Address: FCS House, Plot No.-83,
NSEZ, Noida, Dadri Road,
Phase-II, Noida-201305



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