

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of M/s **FCS SOFTWARE SOLUTIONS LIMITED** will be held on Wednesday, 3rd Day of August, 2022 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, 2022, 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 March 31, 2022, together with the Report of the Auditors thereon, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, together with the Report of the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted”.

2. To appoint Mr. Mahendra Pratap Singh, Non-executive Director of the Company (DIN: 08201381), who retires by rotation and being eligible, offer himself for re-appointment and in this connection to pass the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** in accordance with the provisions of Section 152 of Companies Act, 2013, Mr. Mahendra Pratap Singh (DIN: 08201381) who retires by rotation as a Director at this Annual General Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Non-executive director of the Company, liable to retire by rotation.”

3. To appoint M/s SPMG & Company, Chartered Accountants as Statutory Auditor and authorise the Board to fix their remuneration and in this regard pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s SPMG & Company, (Firm Registration No. 509249C), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of this Annual General Meeting till the conclusion of 34th Annual General Meeting to be held in the year 2027, in place of M/s. Aadit Sanyam & Associates, Chartered Accountants (Firm Registration No. 23685N), at such remuneration and out-of-pocket expenses and other expenses as may be mutually agreed between the Board of Directors of the Company and M/s SPMG & Company, Chartered Accountants as the Statutory Auditor of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, to amend the terms and conditions of appointment, if necessary, and to act in its own discretion, including the power to delegate, to give effect to this resolution.

RESOLVED FURTHER THAT any of the Key Managerial Personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

SPECIAL BUSINESS:

4. Regularisation of appointment of Ms. Archana Sharma (DIN: 08300527) as non-executive Independent 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** Ms. Archana Sharma (DIN: 08300527) who was appointed as an Additional Director in the capacity of a non executive Independent director with effect from 6th May, 2022 by the Board of Directors and who holds office up to the date of this upcoming Annual General Meeting of the Company in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee, who is eligible for appointment 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 non-executive Independent Director of the Company for a period of five years commencing from 6th May, 2022.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Ms. Archana Sharma (DIN: 08300527), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years w.e.f. 6th May, 2022 to 5th May, 2027 (both days inclusive), be and is hereby approved.”

5. Regularisation of appointment of Mr. Brijesh Singh Bhadauriya (DIN: 00489983) as non-executive Independent 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** Mr. Brijesh Singh Bhadauriya (DIN: 00489983) who was appointed as an Additional Director in the capacity of a non executive Independent director with effect from 7th July, 2022 by the Board of Directors and who holds office up to the date of this upcoming Annual General Meeting of the Company in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee, who is eligible for appointment 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 non-executive Independent Director of the Company for a period of five years commencing from 7th July, 2022.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force,

Mr. Brijesh Singh Bhadauriya (DIN: 00489983), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years w.e.f. 7th July, 2022 to 6th July, 2027 (both days inclusive), be and is hereby approved.”

6. To approve remuneration to Mr. Dalip Kumar, Chairman & Managing Director of the Company for his remaining term

To consider and approve the payment of remuneration to Mr. Dalip Kumar, Chairman & Managing Director of the Company 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, and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other approvals as may be required, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for payment of maximum Remuneration to Mr. Dalip Kumar (DIN: 00103292), 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.

- 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 the Ministry of Corporate Affairs through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) amended Schedule V of Companies Act, 2013 and also amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid 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 the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Consider and approve remuneration of Mr. Sunil Sharma, Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 197 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and

the Companies (Appointment & Remuneration of Managerial Personnel) rules, 2014, (including any statutory modification or re-enactment(s) thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for payment of maximum remuneration upto Rs. 12,00,000 (Rupees Twelve Lakhs) annually to Mr. Sunil Sharma (DIN: 05359128) by way of salary, perquisites and allowances as may be mutually agreed between Board of Directors and Mr. Sunil Sharma, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be accepted”

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

**Sd/-
Harsha Sharma
(Company Secretary)**

**Place: Noida
Date: 07/07/2022**

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, 5, 6 and 7 is annexed hereto and forms part of this notice.
2. In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated General Circular No. 2/2021 dated January 13, 2021 read with Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and latest Circular No. 2/2022 (“MCA Circulars”) dated May 05, 2022 and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”), physical attendance of the Members to the EGM / AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) during the calendar year 2022. The Board of Directors of the Company has decided to adopt the above guidelines issued by Ministry of Corporate Affairs and SEBI in conducting Annual General Meeting of the Company. Hence, Members can attend and participate in the ensuing Annual General Meeting 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 THOUGH 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.
5. Copies of Notice of 29th Annual General Meeting together with the Annual Report 2021-22 are being sent by electronic mode 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 2021-22 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, "Listing Obligation", 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 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 atleast 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, 28th July, 2022 to Wednesday, 3rd August, 2022 (both days inclusive) for the purpose of the Meeting.

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 agm2022@fcsltd.com till Saturday, July 30, 2022. Only those member 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 number/folio number, email id, mobile number at agm2022@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>

- ▶ 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).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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 3 days before the date of AGM with the company on the agm2022@fcsltd.com created for the general meeting.
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/ moderator 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

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

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Step 1
Double-click the webexapp.msi file you downloaded





Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.



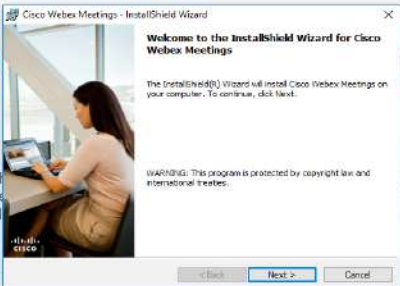
Step 3
Once installed the app will launch automatically.


To open the app double-click the Webex Meetings icon on your desktop.





Step 1
Double-click the webexapp.msi file downloaded

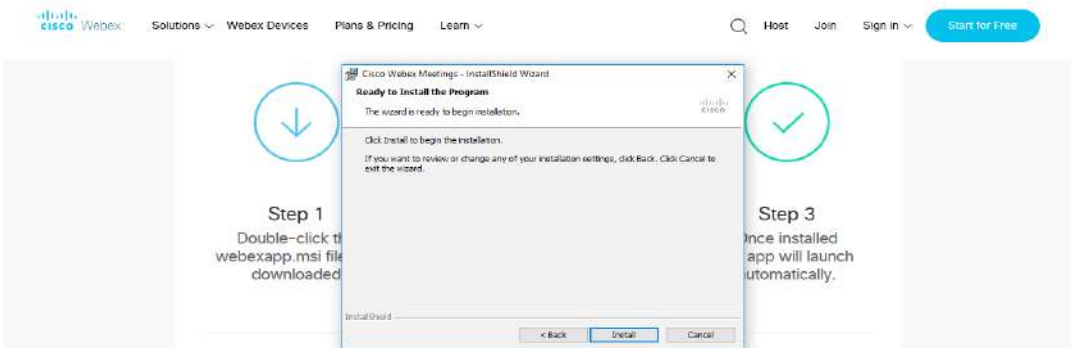
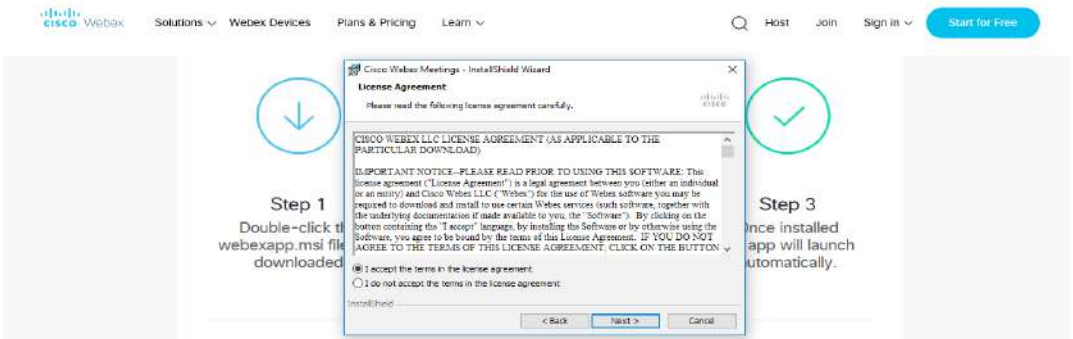




Step 3
Once installed app will launch automatically.

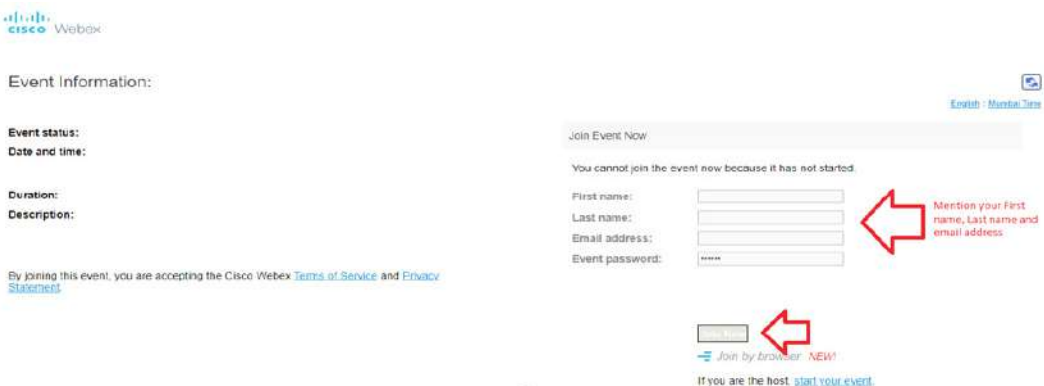
To open the app double-click the Webex Meetings icon on your

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



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://eservices.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. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
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. Upon logging in, you will be able to see

e-Voting option. 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 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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22- 23058542-43.

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 31st July, 2022 (9:00 am) and ends on 2nd August, 2022 (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. 27th July, 2022, may cast their votes.
- (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. 27th July, 2022 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 27th July, 2022.

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

Place: Noida
Date: 07/07/2022

Sd/-
Harsha Sharma
(Company Secretary)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS PER REGULATION 36 OF LISTING REGULATIONS WITH THE STOCK EXCHANGE:

Name Of Director	Mr. Mahendra Pratap Singh (DIN: 08201381)
Date of Birth	15/12/1961, 61 Years
Category/Designation	Non - Executive Director
Nationality	Indian
Date of Appointment on the Board	14/08/2018
Expertise in specific functional area	More than 34 years of experience in the field of legal consultancy
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL

Name Of Director	Ms. Archana Sharma (DIN: 08300527)
Date of Birth	01/08/1968, 53 Years
Category/Designation	Independent Director (Non – Executive)
Nationality	Indian
Date of Appointment on the Board	06/05/2022
Expertise in specific functional area	More than 11 years of experience in the field of teaching
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL
Skill & Capabilities required for the role	Ms. Archana Sharma is post Graduate and having past Directorship Experience in listed company.

Name Of Director	Mr. Brijesh Singh Bhadauriya (DIN: 00489983)
Date of Birth	04/05/1964, 58 Years
Category/Designation	Independent Director (Non – Executive)
Nationality	Indian
Date of Appointment on the Board	07/07/2022
Expertise in specific functional area	Advocate and Insolvency Professional
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL
Skill & Capabilities required for the role	Mr. Brijesh Singh Bhadauriya is having Professional experience of over 32 year with extensive exposure in corporate law, compliances, regulatory affairs and corporate restructuring which will be helpful for company's good corporate governance practices.

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

None of the above Directors are related to any other Directors of the Company.

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

Sd/-
Harsha Sharma
(Company Secretary)

Place: Noida
Date: 07/07/2022

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 July 7, 2022

Item No. 3

M/s Aadit Sanyam & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting (‘AGM’) held on September 28, 2017 for a period of 5 years, upto the conclusion of 29th AGM. Therefore, M/s SPMG & Company, Chartered Accountants, was proposed to be appointed and have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 (‘the Act’) and the rules made thereunder. M/s SPMG & Co. have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountant Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India (‘ICAI’) and the ethical requirements relevant to audit. Based on the recommendation of Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s. SPMG & Company, Chartered Accountants, having Firm Registration No. 509249C, as the Statutory Auditors of the Company for the term of five consecutive years, who shall hold office from the conclusion of this 29th AGM till the conclusion of 34th AGM of the Company. The Board has approved a remuneration upto Rs. 12,50,000/- (Twelve Lacs Fifty Thousand Only) for conducting the audit excluding applicable taxes and reimbursement of out-of-pocket expenses. The remuneration proposed to be paid to Statutory Auditor shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s SPMG & Company is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm holds the ‘Peer Review’ certificate as issued by ‘ICAI’.

The Board recommends the Ordinary Resolution set out at item No. 3 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

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 6th May, 2022 has appointed Ms. Archana Sharma (DIN: 08300527) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company who holds her office up to date of this Annual General Meeting.

The appointment of Ms. Archana Sharma (DIN: 08300527) as Non-Executive Director 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 her candidature for the office of a Director. Ms. Archana Sharma (DIN: 08300527) 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 and that she 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, Ms. Archana Sharma (DIN: 08300527) fulfils the conditions for her appointment as a Non-Executive Independent Director as specified in the Act and the Listing Regulations. Ms. Archana Sharma (DIN: 08300527) is independent of the Management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Ms. Archana Sharma (DIN: 08300527) 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 Ms. Archana Sharma (DIN: 08300527) 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 Ms. Archana 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 Special Resolution set out at item No. 4 of the Notice for approval by the members.

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 on 7th July, 2022 has appointed Mr. Brijesh Singh Bhadauriya (DIN: 00489983) 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. Brijesh Singh Bhadauriya (DIN: 00489983) 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. Brijesh Singh Bhadauriya (DIN: 00489983) 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 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. Brijesh Singh Bhadauriya (DIN: 00489983) fulfils the conditions for his appointment as an Independent Non-Executive Director as specified in the Act and the Listing Regulations. Mr. Brijesh Singh Bhadauriya (DIN: 00489983) is independent of the Management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Mr. Brijesh Singh Bhadauriya (DIN: 00489983) 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. Brijesh Singh Bhadauriya (DIN: 00489983) 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. Brijesh Singh Bhadauriya 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.

Item No. 6

Mr. Dalip Kumar was re-appointed as the Managing Director of the Company for a period of five years from 01.04.2020 to 31.03.2025, considering the contribution of Mr. Dalip Kumar towards the Company and as per the recommendation of the Nomination & Remuneration Committee. The Board of Directors of the Company

at its meeting held on 7th July, 2022 approved the payment of maximum remuneration payable to him for the remaining tenure.

The revised remuneration payable to Mr. Dalip Kumar, as determined by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee is as under:-

Salary: upto 5,00,000/- per month

The Board recommends the Special Resolution set out at item No. 6 of the Notice for approval by the members.

Item No. 7

It would be appropriate to approve remuneration of Mr. Sunil Sharma as an executive 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. Sunil Sharma, Executive Director of the Company subject to the approval of shareholders of the Company in Annual General Meeting to be held on Wednesday, 3rd day of August, 2022 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. Sunil Sharma (DIN: 05359128) are as given below:

Remuneration, benefits and perquisites:

I. **Salary:** A total Salary within the range of Rs. 10,00,000/- (Ten Lakhs Only) to Rs. 12,00,000 (Twelve Lakhs Only) per annum including all the allowances and perquisites, shall be payable to him 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. 12,00,000/- (Twelve lakhs only) per annum.

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. Sunil Sharma 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. 7 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.

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

Sd/-

Harsha Sharma
(Company Secretary)

Place: Noida
Date: 07/07/2022