

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: Voting results of 31st Annual General Meeting (AGM) along with scrutinizer's report.

Dear Sir,

Pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we hereby submit the details regarding the voting results along with the scrutinizer's report for the business transacted at the 31st Annual General Meeting of the Shareholders of the Company which was held on Friday, 20th September, 2024 at 11:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The details of the voting results and the scrutinizer's report are attached herewith as prescribed under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

This is for your information and record.

Please take note of the same.

Thanking You,

Yours faithfully,

For **FCS Software Solutions Limited**

Harsha Sharma
(Company Secretary)
Membership No.: A33548

enterprise interfaces

collaborative platforms

business-processes

FCS Software Solutions Limited

Regd. off : 205, 2nd Floor, Aggarwal Chamber IV, 27, Veer Sawarkar Block, Vikas Marg, Shakerpur, Delhi 110 092

Tel: +91-011-42418371, www.fcsltd.com

Corporate Office: Plot No. 83, NSEZ, Noida Phase II, Noida-201305, Tel: 0120-4635900 Fax: 0120-4635941

Email id: investors@fcsltd.com website:- www.fcsltd.com

Noida Office: A-86, Sector-57, Noida-201301, India, Tel: 0120-3061100, Fax No-0120-3061111

Plot No. 1A, Sector-73, Noida-201301

Chandigarh Office: Plot -J-7, Rajiv Gandhi Chandigarh Technology Park, Kishan Garh Chandigarh-160101

Panchkula Office: Plot No.-11, HSIIDC Park, Sector-22, Panchkula, Haryana -134109

Gurugram Office: Plot No-54, EHTP, Sector-34, Gurugram-122004



FCS Software Solutions Limited

Resolution Required :Ordinary			1 - To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2024.						
Whether promoter/ promoter group are Interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	
			[2]	[3]	[4]	[5]	[6]	[7]	
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		335916060	99.9862	335916060	0	100.0000	0.0000	
Public Institutions	E-Voting	645461	23160	3.5881	23160	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		23160	3.5881	23160	0	100.0000	0.0000	
Public Non Institutions	E-Voting	1372945189	196033693	14.2783	195877046	156647	99.9201	0.0799	
	Poll		5012	0.0004	5012	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		196038705	14.2787	195882058	156647	99.9201	0.0799	
Total		1709553100	531977925	31.1180	531821278	156647	99.9706	0.0294	

FCS Software Solutions Ltd.


 Company Secretary

FCS Software Solutions Limited

Resolution Required : Ordinary			2 - Re-appointment of Mr. Ravinder Sachdeva (DIN: 10280805), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
			[2]	[3]	[4]	[5]	[6]	[7]
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting	645461	23160	3.5881	0	23160	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23160	3.5881	0	23160	0.0000	100.0000
Public Non Institutions	E-Voting	1372945189	196043794	14.2791	195885407	158387	99.9192	0.0808
	Poll		5012	0.0004	5012	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		196048806	14.2795	195890419	158387	99.9192	0.0808
Total		1709553100	531988026	31.1185	531806479	181547	99.9659	0.0341

FCS Software Solutions Ltd.


 Company Secretary

FCS Software Solutions Limited

Resolution Required : Ordinary

3 - Consider and approve the Re-appointment of Mr. Dalip Kumar as Chairman & Managing Director of the Company.

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting	645461	23160	3.5881	0	23160	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23160	3.5881	0	23160	0.0000	100.0000
Public Non Institutions	E-Voting	1372945189	196034095	14.2784	195866740	167355	99.9146	0.0854
	Poll		5012	0.0004	5012	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		196039107	14.2788	195871752	167355	99.9146	0.0854
Total		1709553100	531978327	31.1180	531787812	190515	99.9642	0.0358

FCS Software Solutions Ltd.

Dalip
Company Secretary

FCS Software Solutions Limited

Resolution Required :Special

4 - Consider and approve the Remuneration of Mr. Dalip Kumar, Chairman & Managing Director of the Company.

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting	645461	23160	3.5881	23160	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23160	3.5881	23160	0	100.0000	0.0000
Public Non Institutions	E-Voting	1372945189	196033696	14.2783	195826310	207386	99.8942	0.1058
	Poll		5012	0.0004	5012	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		196038708	14.2787	195831322	207386	99.8942	0.1058
Total		1709553100	531977928	31.1180	531770542	207386	99.9610	0.0390

FCS Software Solutions Ltd.

D. Paeshe
Company Secretary

FCS Software Solutions Limited

Resolution Required :Special

5 - Regularisation of appointment of Mr. Pankaj Wadhwa (DIN: 06709178) as an Independent Director of the Company

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	335962450	335916060	99.9862	335916060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		335916060	99.9862	335916060	0	100.0000	0.0000
Public Institutions	E-Voting	645461	23160	3.5881	23160	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23160	3.5881	23160	0	100.0000	0.0000
Public Non Institutions	E-Voting	1372945189	196038597	14.2787	195881490	157107	99.9199	0.0801
	Poll		5012	0.0004	5012	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		196043609	14.2791	195886502	157107	99.9199	0.0801
Total		1709553100	531982829	31.1182	531825722	157107	99.9705	0.0295

FCS Software Solutions Ltd.


 Company Secretary

NEERAJ ARORA & ASSOCIATES

COMPANY SECRETARIES

A-93, LGF, South Extension, Part-II,
New Delhi - 110049
M.: 9034793369 | Tel.: (011) 4653 8651
Email Id: csneerajarora@gmail.com; neerajarora.pcs@gmail.com

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended]

To,
The Company Secretary & Compliance Officer
FCS Software Solutions Limited
CIN: L72100DL1993PLC179154
205, 2nd Floor, Agrawal Chamber IV,
27, Near Sawarker Block, Vikas Marg,
Shakerpur, Delhi - 110092


Dear Ma'am,

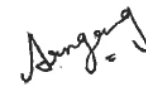
I, Neeraj Arora, Proprietor of M/s Neeraj Arora & Associates, Practising Company Secretaries having office at A-93, LGF, South Extension, Part-II, New Delhi - 110049, was appointed as Scrutinizer by the Board of Directors of **FCS Software Solutions Limited** ("the Company") for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 31st Annual General Meeting ('AGM'), under the provisions of Section 108 of the Act read with the Rules and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 2/2022, 10/2022 and 09/2023 issued by the Ministry of Corporate Affairs ("MCA") on April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively and Securities and Exchange Board of India ("SEBI") Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 07, 2023 respectively and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect of the resolutions mentioned in the Notice dated August 22, 2024 ("**AGM Notice**") for 31st AGM of the Company held on Friday, 20th day of September, 2024 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").



I submit my report as under:-

1. The Management of the Company is responsible to ensure the compliance with the requirements of - (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Listing Regulations related to remote e-voting/ e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also for ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by Link Intime India Private Limited.
3. The remote e-voting period commenced on September 17, 2024 at 09:00 A.M. (IST) and ended on September 19, 2024 at 05:00 P.M. (IST) via e-voting platform on the designated website of Link Intime India Private Limited, Authorized Agency to provide e-voting facility viz: i.e. <https://instavote.linkintime.co.in> and the Company provided e-voting facility to the Members who participated/ attended the AGM through VC/OAVM to enable such Members to cast their vote at the AGM, if they had not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the "cut off" date i.e. September 13, 2024 were entitled to avail the facility of remote e-voting as well as e-voting at AGM (herein collectively referred as "e-votes/ e-voting") on the proposed resolutions as set out in the AGM Notice.
5. After completion of e-voting at the AGM, the e-votes cast by the shareholders were unblocked in the presence of two witnesses i.e. Ms. Muskan and Mr. Arun who are not in the employment of the Company and have signed below:


Ms. Muskan


Mr. Arun

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



Resolution No. 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors' thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2024.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	5,012	53,18,16,266	53,18,21,278	99.97
Dissent	0	1,56,647	1,56,647	0.03
Total	5,012	53,19,72,913	53,19,77,925	100.00

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

Resolution No. 2: 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				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	5,012	53,18,01,467	53,18,06,479	99.97
Dissent	0	1,81,547	1,81,547	0.03
Total	5,012	53,19,83,014	53,19,88,026	100.00

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



Resolution No. 3: To consider and approve the re-appointment of Mr. Dalip Kumar as Chairman & Managing Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	5,012	53,17,82,800	53,17,87,812	99.96
Dissent	0	1,90,515	1,90,515	0.04
Total	5,012	53,19,73,315	53,19,78,327	100.00

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

Resolution No. 4: To consider and approve the remuneration of Mr. Dalip Kumar as Chairman & Managing Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	5,012	53,17,65,530	53,17,70,542	99.96
Dissent	0	2,07,386	2,07,386	0.04
Total	5,012	53,19,72,916	53,19,77,928	100.00

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



Resolution No. 5: Regularisation of appointment of Mr. Pankaj Wadhwa (DIN: 06709178) as an Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote E-voting	Total	
Assent	5,012	53,18,20,710	53,18,25,722	99.97
Dissent	0	1,57,107	1,57,107	0.03
Total	5,012	53,19,77,817	53,19,82,829	100.00

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

Thanking You,

For NEERAJ ARORA & ASSOCIATES
COMPANY SECRETARIES
Peer Review No.: 3738/2023


Neeraj Arora
Scrutinizer
CP No.: 16186
UDIN: F010781F001268598
September 20, 2024
New Delhi



Countersigned by


Harsha Sharma
Company Secretary & Compliance Officer
September 20, 2024



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

A1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	3	5,012	5,012
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	5,012	5,012
d) Votes with Assent	3	5,012	5,012
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	366	53,19,72,913	53,19,72,913
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	366	53,19,72,913	53,19,72,913
d) Votes with Assent*	337	53,18,16,266	53,18,16,266
e) Votes with Dissent*	29	1,56,647	1,56,647

*there was 1 (one) shareholder who voted partially in favour of the resolution and partially against the resolution



Annexure - B

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

B1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	3	5,012	5,012
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	5,012	5,012
d) Votes with Assent	3	5,012	5,012
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	366	53,19,83,014	53,19,83,014
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	366	53,19,83,014	53,19,83,014
d) Votes with Assent*	335	53,18,01,467	53,18,01,467
e) Votes with Dissent*	32	1,81,547	1,81,547

*there was 1 (one) shareholder who voted partially in favour of the resolution and partially against the resolution.



Annexure - C

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

C1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	3	5,012	5,012
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	5,012	5,012
d) Votes with Assent	3	5,012	5,012
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	365	53,19,73,315	53,19,73,315
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	365	53,19,73,315	53,19,73,315
d) Votes with Assent*	331	53,17,82,800	53,17,82,800
e) Votes with Dissent*	35	1,90,515	1,90,515

*there was 1 (one) shareholder who voted partially in favour of the resolution and partially against the resolution



Annexure - D

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

D1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	3	5,012	5,012
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	5,012	5,012
d) Votes with Assent	3	5,012	5,012
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	366	53,19,72,916	53,19,72,916
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	365	53,19,72,916	53,19,72,916
d) Votes with Assent*	329	53,17,65,530	53,17,65,530
e) Votes with Dissent*	38	2,07,386	2,07,386

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



Annexure - E

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

E1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	3	5,012	5,012
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	5,012	5,012
d) Votes with Assent	3	5,012	5,012
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	365	53,19,77,817	53,19,77,817
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	365	53,19,77,817	53,19,77,817
d) Votes with Assent*	336	53,18,20,710	53,18,20,710
e) Votes with Dissent*	31	1,57,107	157107

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

