

FCS/STX/170/2019

14th November, 2019

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 Result along with scrutinizer's report of 26th Annual General Meeting of the members of the Company pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

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 26th Annual General Meeting of the Shareholders of the Company which was held on Wednesday, 13th November, 2019 at 09:00 A.M. at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110074.

The details of the voting results and the scrutinizer's report are attached herewith as prescribed under the SEBI Regulations.

This is for your information and record.

Please take note of the same.

Thanking You,

Yours faithfully,

For **FCS Software Solutions Limited**

FCS Software Solutions Ltd.

Harsha Sharma
Company Secretary

Harsha Sharma

(Company Secretary)

Membership No.: A33548

enterprise interfaces

collaborative platforms

business processes



Details of Voting Results

Combined results of votes cast by Remote e-voting as provided by Link Intime India Pvt Ltd and the polling process at the AGM

Date of the AGM		13th November, 2019						
Total number of shareholders on record date		114021						
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public		1		126				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public		No video conferencing facility was provided						
Resolution No.1								
Resolution required: (Ordinary/ Special)				Ordinary				
Description of Resolution Considered				Adoption of the Audited Financial Statements for the year ended 31st March, 2019 together with the reports of the Directors and Auditors thereon.				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
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		335916060	100	335916060	0	100.00	0
	Poll	335962450	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	335962450	335916060	100	335916060	0	100.00	0
Public-Institution s	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	1111450	0	0.00	0	0	0	0
Public- Non Institution s	E-Voting		480427308	35.00	480305108	122200	99.97	0.03
	Poll	1372479200	753068	0.05	753068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1372479200	481180376	35.06	481058176	122200	99.97	0.03
Total		1709553100	817096436	47.80	816974236	122200	99.99	0.01
Whether resolution is Pass on Not							Yes	

Resolution No.2

Resolution required: (Ordinary/ Special)				Ordinary				
Description of Resolution Considered				Re-appointment of Mr. Sunil Sharma (DIN: 05359128) as Executive Director of the Company who were liable to retire by rotation, on the same terms and conditions.				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
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		335916060	100	335916060	0	100.00	0
	Poll	335962450	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	335962450	335916060	100	335916060	0	100.00	0
Public-Institution s	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	1111450	0	0.00	0	0	0	0
Public- Non Institution s	E-Voting		480427308	35.00	480305108	122200	99.97	0.03
	Poll	1372479200	753068	0.05	753068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1372479200	481180376	35.06	481058176	122200	99.97	0.03
Total		1709553100	817096436	47.80	816974236	122200	99.99	0.01
Whether resolution is Pass on Not							Yes	

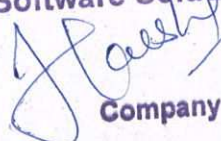

FCS Software Solutions Ltd.
 Company Secretary

Resolution No.3								
Resolution required: (Ordinary/ Special)			Special					
Discription of Resolution Considered			Re-appointment of Mr. Shayam Sunder Sharma as an Independent Director of the company for the further term of 5 years.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	100	335916060	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		335962450	335916060	100	335916060	0	100.00
Public-Institution s	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1111450	0	0.00	0	0	0
Public- Non Institution s	E-Voting	1372479200	480427308	35.00	480305108	122200	99.97	0.03
	Poll		753068	0.05	753068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1372479200	481180376	35.06	481058176	122200	99.97
Total		1709553100	817096436	47.80	816974236	122200	99.99	0.01
Whether resolution is Pass on Not							Yes	

Resolution No.4								
Resolution required: (Ordinary/ Special)			Special					
Discription of Resolution Considered			Re-appointment of Mrs. Shweta Shatsri as an Independent Director of the company for the further term of 5 years					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	100	335916060	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		335962450	335916060	100	335916060	0	100.00
Public-Institution s	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1111450	0	0.00	0	0	0
Public- Non Institution s	E-Voting	1372479200	480427308	35.00	480305108	122200	99.97	0.03
	Poll		753068	0.05	753068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1372479200	481180376	35.06	481058176	122200	99.97
Total		1709553100	817096436	47.80	816974236	122200	99.99	0.01
Whether resolution is Pass on Not							Yes	

Resolution No.5								
Resolution required: (Ordinary/ Special)			Ordinary					
Discription of Resolution Considered			Re-appointment of Mr. Dalip Kumar as Chairman & Managing Director of the company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	100	335916060	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		335962450	335916060	100	335916060	0	100.00
Public-Institution s	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1111450	0	0.00	0	0	0
Public- Non Institution s	E-Voting	1372479200	480427308	35.00	480305108	122200	99.97	0.03
	Poll		753068	0.05	753068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1372479200	481180376	35.06	481058176	122200	99.97
Total		1709553100	817096436	47.80	816974236	122200	99.99	0.01
Whether resolution is Pass on Not							Yes	

FCS Software Solutions Ltd.


Company Secretary

Resolution No.6								
Resolution required: (Ordinary/ Special)			Special					
Description of Resolution Considered			Fixation of remuneration payable to Mr. Sunil Sharma, executive Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	100	335916060	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		335962450	335916060	100	335916060	0	100.00
Public- Institutions	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1111450	0	0.00	0	0	0
Public- Non Institution s	E-Voting	1372479200	480427308	35.00	480305108	122200	99.97	0.03
	Poll		753068	0.05	753068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1372479200	481180376	35.06	481058176	122200	99.97
Total		1709553100	817096436	47.80	816974236	122200	99.99	0.01
Whether resolution is Pass on Not							Yes	

Resolution No.7								
Resolution required: (Ordinary/ Special)			Special					
Description of Resolution Considered			Fixation of remuneration payable to Mr. Dalip Kumar, Chairman & Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	100	335916060	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		335962450	335916060	100	335916060	0	100.00
Public- Institutions	E-Voting	1111450	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1111450	0	0.00	0	0	0
Public- Non Institution s	E-Voting	1372479200	480427308	35.00	480305108	122200	99.97	0.03
	Poll		753068	0.05	753068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1372479200	481180376	35.06	481058176	122200	99.97
Total		1709553100	817096436	47.80	816974236	122200	99.99	0.01
Whether resolution is Pass on Not							Yes	


FCS Software Solutions Ltd.
 Company Secretary



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman

FCS SOFTWARE SOLUTIONS LIMITED

CIN: L72100DL1993PLC179154

205, 2nd Floor, Agrawal Chamber IV,
27, Near Sawarker Block, Vikas Marg, Shakerpur,
Delhi DL 110092 IN

For 26th Annual General Meeting ("AGM") of members of the Company held on Wednesday, 13th day of November, 2019 at 9:00 A.M. at The Executive Club, 439, Village Sahoopur, Fatehpur Beri, New Delhi- 110074.

Dear Sir,

I, Shashi Shekhar, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on remote e-voting and also on poll carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the resolution mentioned in notice of AGM dated October 14, 2019 for 26th AGM of the members of the Company held on Wednesday, 13th day of November, 2019 at 9:00 A.M. at The Executive Club, 439, Village Sahoopur, Fatehpur Beri, New Delhi-110074.

1. Pursuant to Section 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the Notice convening the Meeting including Statement under section 102 of the Act has been dispatched by post on 19th October, 2019 and by e-mail on 22nd October, 2019; and subsequently, the notice convening the meeting was also placed on the website of the Company. The members





Arora Shekhar & Company

(Practicing Company Secretaries)

- of the Company were given an option to vote electronically on e-voting platform, provided by Link Intime India Private Limited (LIPL).
2. The Public Advertisement with respect to dispatch of notice and conducting of voting through electronic means was published in an English newspaper having wide circulation and a vernacular newspaper on the 23rd October, 2019.
 3. The remote e-voting period remained open from Sunday, 10th November, 2019 (9:00 A.M.) and end on Tuesday, 12th November, 2019 (5:00 P.M.) on the designated website i.e. <https://instavote.linkintime.co.in> of Link Intime India Private Limited (LIPL).
 4. The Company has appointed Link Intime India Private Limited (LIPL) as the service provider for providing the facility of remote e-voting to the members of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on the item of the business sought to be transacted at the 26th AGM of the Company.
 5. The Members of the Company as on the "cut off date" i.e. 06th November, 2019 were entitled to avail the facility of remote e-voting or voting at the AGM on the proposed resolution (Item no. 1 to 7) as set out in the notice dated October 14th, 2019.
 6. In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting where remote e-voting has been offered to the members. Therefore, the Chairman ordered for poll at AGM as per Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 & Rule 21 of the Companies (Management and Administration) Rules, 2014.
 7. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 of 26th AGM of the

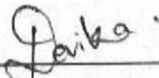


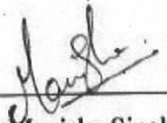


Arora Shekhar & Company
(Practicing Company Secretaries)

Company. My responsibilities as scrutinizer are restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolution stated in the notice of AGM.

8. After completion of Poll at the AGM votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the Members who participated in Poll at AGM.
9. Therefore, the votes casted through remote e-voting were unblocked after completion of Poll at the AGM in the presence of two witnesses, Ms. Devika Arora and Ms. Manisha Singh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Ms. Devika Arora


Ms. Manisha Singh

10. A register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, folio number or client id of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
11. Based on the reports generated from the remote e-voting system provided by Link Intime India Private Limited (LIPL) and votes casted through Poll at AGM, we submit the consolidated results of remote e-voting and Poll as under:





Arora Shekhar & Company

(Practicing Company Secretaries)

Resolution 01- Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	19	816,343,368	0	0	15	816,221,168	4	122,200
Poll	85	753,068	0	0	85	753,068	0	0
TOTAL	104	817,096,436	0	0	100	816,974,236	4	122,200

Total Valid Votes (Total Shares-Invalid) = 817,096,436

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%





Resolution 02- Ordinary Resolution

To consider re-appointment of Mr. Sunil Sharma (DIN-05359128), Executive Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment as an Executive Director of the Company.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	19	816,343,368	0	0	15	816,221,168	4	122,200
Poll	85	753,068	0	0	85	753,068	0	0
TOTAL	104	817,096,436	0	0	100	816,974,236	4	122,200

Total Valid Votes (Total Shares-Invalid) = 817,096,436

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%





Resolution 03- Special Resolution

Re-Appointment of Mr. Shayam Sunder Sharma as an independent director of the company for the second term of 5 years.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	19	816,343,368	0	0	15	816,221,168	4	122,200
Poll	85	753,068	0	0	85	753,068	0	0
TOTAL	104	817,096,436	0	0	100	816,974,236	4	122,200

Total Valid Votes (Total Shares-Invalid) = 817,096,436

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%





Resolution 04- Special Resolution

Re-Appointment of Mrs. Shweta Shatsri as an independent director of the company for the second term of 5 years.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	19	816,343,368	0	0	15	816,221,168	4	122,200
Poll	85	753,068	0	0	85	753,068	0	0
TOTAL	104	817,096,436	0	0	100	816,974,236	4	122,200

Total Valid Votes (Total Shares-Invalid) = 817,096,436

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%





Resolution 05- Ordinary Resolution

Consider & approve Re-appointment of Mr. Dalip Kumar, Chairman & Managing Director.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			voters	No. of votes	voters	No. of votes	voters	No. of votes
Remote e-voting	19	816,343,368	0	0	15	816,221,168	4	122,200
Poll	85	753,068	0	0	85	753,068	0	0
TOTAL	104	817,096,436	0	0	100	816,974,236	4	122,200

Total Valid Votes (Total Shares-Invalid) = 817,096,436

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%

