

FCS/STX/2021

September 07, 2021

To,

The Dept. of Corporate Services
The Stock Exchange Mumbai
Dalal Street, Fort,
Mumbai: 400001

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E),
Mumbai: 400051

Subject: Notice of 28th Annual General Meeting of the Company.

Dear Sir/ Madam,

Pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 28th Annual General Meeting (AGM) of FCS Software Solutions Limited, scheduled to be held on Wednesday, 29th September, 2021 at 11:30 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

This is for your information and record.

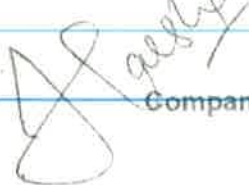
Please take note of the same.

Thanking You,

Yours faithfully,

For **FCS Software Solutions Limited**

FCS Software Solutions Ltd.



Company Secretary

Harsha Sharma

(Company Secretary)

Membership No.: A33548



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of The Members of M/s **FCS SOFTWARE SOLUTIONS LIMITED** will be held on Wednesday, 29th Day of September, 2021 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:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2021, including the Audited Balance Sheet, Statement of Profit & Loss (including other comprehensive income), statement of changes in equity and statement of cash flow for the year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditor's Report thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021, including the Audited Balance Sheet, Statement of Profit & Loss (including other comprehensive income), statement of changes in equity and statement of cash flow for the year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditor's Report thereon.
2. To appoint Mr. Sunil Sharma, executive Director of the Company (DIN: 05359128), who retire 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 pursuant to provisions of Section 152 of Companies Act, 2013, Mr. Sunil Sharma (DIN: 05359128) who retire by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed as an executive director, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. **TO APPROVE THE TERMS OF RE-APPOINTMENT OF MR. SUNIL SHARMA (DIN: 05359128) AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND APPROVE HIS REMUNERATION**

To Consider and, if thought fit, to pass the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections, 196, 197 and 203 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 reenactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to approve the terms of re-appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Sunil Sharma (DIN: 05359128) as an Executive Director of the Company, for a period of five years with effect from 29th September, 2021 to 28th September, 2026 liable to retire by rotation, as recommended by the Nomination & Remuneration Committee, on the terms and conditions including remuneration as set out in explanatory statement

annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Sunil Sharma, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place: Noida
Date: 03/09/2021

Sd/-
Harsha Sharma
(Company Secretary)

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 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 (“MCA Circulars”) 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 2021. 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 THROUGH VC/OAVM. IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, 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. In view of amendment made to Section 139 of the Companies Act, 2013 vide Companies (Amendment) Act, 2017 which was effective from 7th May, 2018 annual ratification of appointment of Statutory Auditors have been done away with. Hence, no resolution has been proposed for the same.
5. 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.
6. Copies of Notice of 28th Annual General Meeting together with the Annual Report 2020-21 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 2020-21 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.
7. 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, except in case of request received for transmission or transposition of securities. 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.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
10. 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.
11. 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.

12. 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.
13. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Friday, 24th September, 2021 (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 agm20@fcsltd.com till Saturday, September 25, 2021. 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 agm20@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).

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 in advance with the company on the agm20@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.**

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services 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-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is 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 • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <ul style="list-style-type: none"> • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.

	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any <ul style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN 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 where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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). DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> 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). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. 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). 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.

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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members 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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - **Tel: 022 –4918 6000**.

General

- (A) The voting period begins on 26th September, 2021 (9:00 am) and ends on 28th September, 2021 (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. 22nd September, 2021.
- (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. 22nd September, 2021 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 22nd September, 2021.

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

Place: Noida
Date: 03/09/2021

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. Sunil Sharma
Date of Birth	10th May, 1975
Category/Designation	Executive Director
Nationality	Indian
Date of Appointment on the Board	13/08/2016
Expertise in specific functional area	More than 21 years of experience as electronics and communication engineer.
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL

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

Place: Noida
Date: 03/09/2021

Sd/-
Harsha Sharma
(Company Secretary)

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 September 3, 2021

Item No. 3

It would be appropriate to re-appoint and approve remuneration of Mr. Sunil Sharma as an executive Director of the Company for a period of five years with effect from 29th September, 2021 to 28th September, 2026. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee recommends re-appointment of Mr. Sunil Sharma, Executive Director of the Company subject to the approval of members/ shareholders of the Company in Annual General Meeting to be held on Wednesday, 29th day of September, 2021 as a Special Resolution, at the remuneration, in accordance with norms laid down in section 196, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under Schedule V of Companies act, 2013.

The proposed remuneration and terms and conditions of appointment of Mr. Sunil Sharma (DIN:) are as given below:

Remuneration, benefits and perquisites:

I. **Salary:** A total Salary within the range of Rs. 10,00,000/- (Ten Lakhs) Rs. 12,00,000/- (Twelve Lakhs) 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. **Limits on Remuneration:** The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 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 terms and conditions of the appointment of Mr. Sunil Sharma including increase/variation in 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 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 profits in any financial year during his tenure.

Save and except Mr. Sunil Sharma and his relatives, none of the other 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. 3 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.

Mr. Sunil Sharma is liable to retire by rotation during his tenure as an executive Director.

The following additional information as required by Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

1. Nature of Industry:

FCS Software Solutions Limited was incorporated on May 05, 1993 and the Company is engaged in the business of providing IT and ITES Services.

2. Date or expected date of commencement of commercial production:

May 05, 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators: As per audited Standalone Financial Results for the year ended March 31, 2019 to March 31, 2021

(Rs. In Lakhs)

	Business Years (Amount in Rs.)		
	FY 2018-19	FY 2019-20	FY 2020-21
Turnover excluding other income	3692.00	3688.48	3366.82
Operating Profit (EBITDA)	673.03	134.71	941.59
Profit before Tax/ (Loss)	259.72	(974.33)	(1045.97)
Profit/ (loss) after Tax	178.61	(1056.18)	(1121.10)
Dividend Paid	Nil	Nil	Nil

5. **Foreign Investments or collaborations, if any:** The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. **INFORMATION ABOUT THE APPOINTEE:**

1. **Background details:**

Mr. Sunil Sharma, aged about 46 years, is an Engineer. He has extensive experience of more than 20 years in the service sector. He has joined the Company as an executive director in the year 2016.

2. **Past Remuneration:** Mr. Sunil Sharma was drawing same remuneration in the last year inclusive of all perquisites and allowances.

3. **Remuneration proposed and Principal terms & conditions:** As per item no. 3 to the explanatory statement.

4. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Having regard to the type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Sunil Sharma is appropriate.

5. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Sunil Sharma, except to the extent of Directors Remuneration does not have any pecuniary relationship, whether directly or indirectly, with the Company or with any managerial personnel of the Company.

III. **OTHER INFORMATION:**

1. **Reasons of loss or inadequate profits:** The losses in this financial year was due to exceptional items (refer note No. 1.24) of standalone balance sheet and statement of profit and loss.

2. **Steps taken or proposed to be taken for improvement:** As on date the Company is mainly focused on its business and is also planning to expand its business by increasing the range of services.

3. **Expected increase in productivity and profits in measurable terms:** The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

IV. **DISCLOSURES:**

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2021

The Board recommends this Resolution for your approval.

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

Place: Noida
Date: 03/09/2021

Sd/-
Harsha Sharma
(Company Secretary)