

**FCS/STX/2020**

**September 04, 2020**

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 27th 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 27<sup>th</sup> Annual General Meeting (AGM) of FCS Software Solutions Limited, scheduled to be held on Tuesday, 29<sup>th</sup> September, 2020 at 11:00 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

enterprise interfaces

collaborative platforms

business processes



## NOTICE

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of M/s **FCS SOFTWARE SOLUTIONS LIMITED** will be held on Tuesday, 29<sup>th</sup> Day of September, 2020 at 11:00 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 Financial Statements of the Company for the financial year ended on March 31, 2020, together with the Reports of the Board of Directors and Auditor's Report thereon and in this connection, to pass following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** the Audited Balance Sheet as at March 31, 2020, together with the Profit & Loss Account and Cash flow statement for the year ended as on that date and the Reports of the Directors and Auditors thereon be and are hereby adopted.”

2. To appoint a Director in place of Mr. Mahendra Pratap Singh, Non-executive Director of the Company (DIN: 08201381), 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. Mahendra Pratap Singh (DIN: 08201381) who retire by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed as non-executive director and who shall be liable to retire by rotation.”

### SPECIAL BUSINESS:

3. **Appointment of Mr. Rajkumar Manikpuri (DIN:08614902) 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 an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Rajkumar Manikpuri (DIN:08614902) who was appointed as an Additional Director in the capacity of a non executive Independent director with effect from 14th November, 2019 by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') 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 a Director, be and is hereby appointed as non executive Independent Director of the Company for a period of five years commencing from 14th November, 2019.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 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 the 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. Rajkumar Manikpuri (DIN:08614902), 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. 14<sup>th</sup> November, 2019 to 13<sup>th</sup> November, 2024 (both days inclusive), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Director(s) and / or Ms. Harsha Sharma, Company Secretary of the Company be and are / is hereby authorized to do all such acts, and take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

**4. 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 Section 197 of Companies Act, 2013 and other applicable and related provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment 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 No. 05359128), by way of salary, perquisites and allowances as may be mutually agreed between the Board of Directors and Mr. Sunil Sharma.”

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

**Place:** Noida  
**Date:** 04/09/2020

**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 & 4 is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the “Annual General Meeting” through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company will be held through VC / OAVM where physical attendance of Members has been dispensed with. 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 will be 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 is effective from 7<sup>th</sup> 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 a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and vote.
6. In Compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those 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 2019-20 will also be available on the Company’s website at [www.fcsltd.com](http://www.fcsltd.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
7. As per Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, “Listing Regulations”, 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, members 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. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, additional information for appointment/ re-appointment at the Annual General Meeting and directors liable to retire by rotation and seeking re-election is provided separately.
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 at e-mail id [agm20@fcsltd.com](mailto:agm20@fcsltd.com)

**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](mailto:agm20@fcsltd.com) till Friday, September 25, 2020. 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](mailto:agm20@fcsltd.com). The same will be replied by the Company suitably.

- 13 The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- 14 The Notice of AGM and Annual Report are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. The Register of Members and Shares Transfer Books of the Company will remain closed from September 23, 2020 to September 24, 2020 (both days inclusive) for the purpose of Annual General Meeting.
15. All documents referred to, in the accompanying notice and explanatory statement, are open for inspection at the registered office of the Company on all working days,
16. **Registration of email ID and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and or not updated the Bank Account mandate the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit. **OR**

- (ii) ***In the case of Shares held in Demat mode:***

The shareholder may please contact the Depository Participant ("DP") and register the email

address and bank account details in the demat account as per the process followed and advised by the DP.

**17. 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 in advance with the company at [agm20@fcsltd.com](mailto:agm20@fcsltd.com) for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
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.

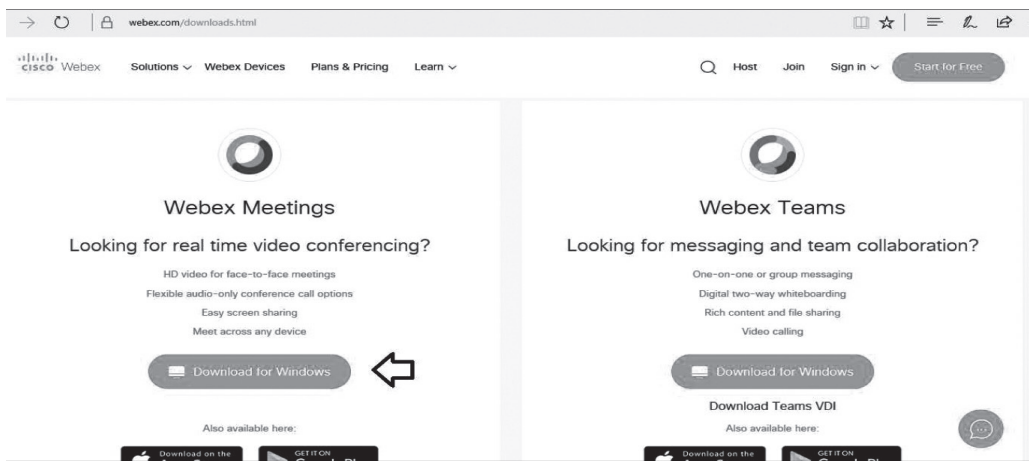
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

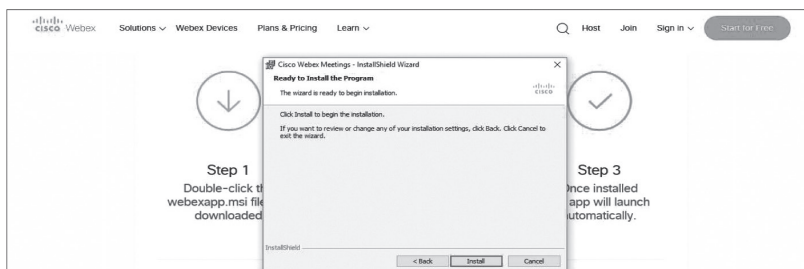
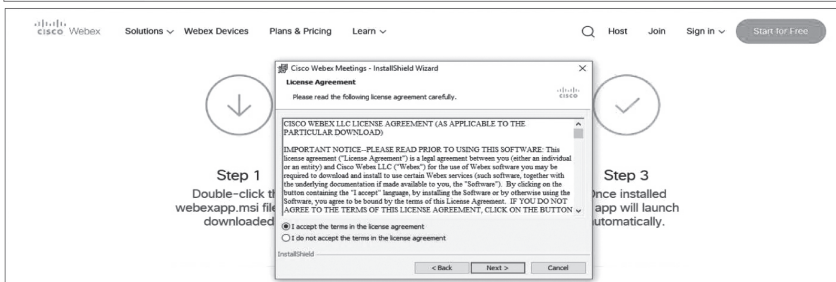
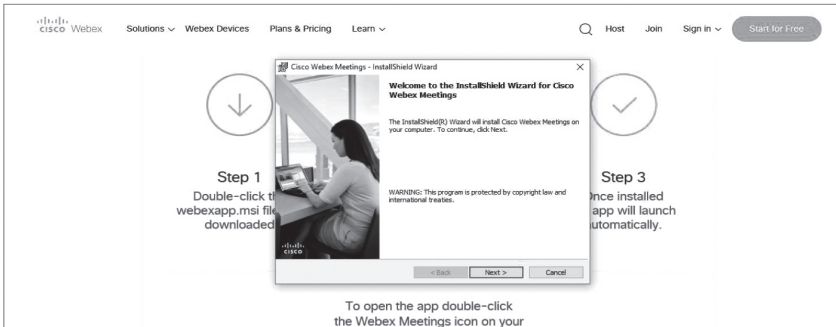
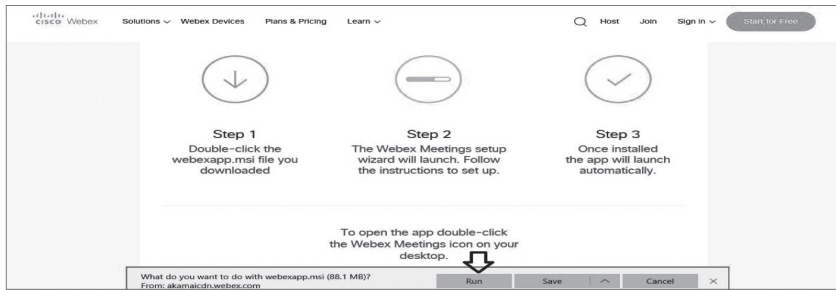
## Annexure

### **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/>



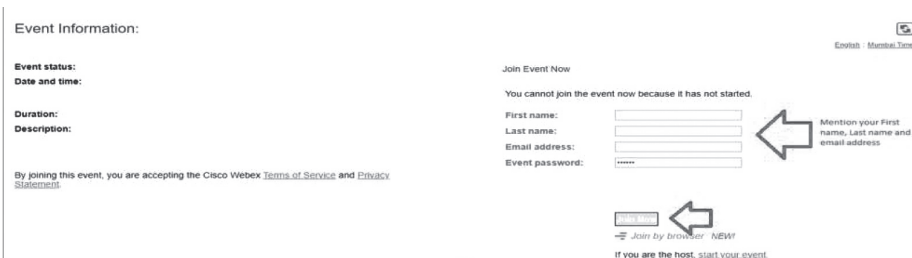


or

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

- 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





## 18. Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

- ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

### A. User ID: Enter your User ID

- 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 Event No + 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. 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/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).

**NOTE:** If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.

5. E-voting page will appear.
6. 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).
7. 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.
8. 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.

**If you 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.

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 the 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".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members 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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

#### **General**

- (A) The voting period begins on 26<sup>th</sup> September, 2020 (9:00 am) and ends on 28<sup>th</sup> September, 2020 (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. 22<sup>nd</sup> September, 2020.
- (B) May cast their vote electronically. The e-voting module shall be disabled by Link In time 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. 22<sup>nd</sup> September, 2020 may follow the same instructions as mentioned above for e-voting.
- (D) M/s Arora Shekhar & Company, Company Secretaries 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 22<sup>nd</sup> September, 2020.

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

**Place:** Noida  
**Date:** 04/09/2020

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 4, 2020.

### **Item No. 3**

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 14th November, 2019 has appointed Mr. Rajkumar Manikpuri (DIN: 08614902) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company who holds his office up to the date of this Annual General Meeting.

The appointment of Mr. Rajkumar Manikpuri (DIN: 08614902) 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. Rajkumar Manikpuri (DIN: 08614902) has 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. Rajkumar Manikpuri (DIN: 08614902) fulfills the conditions for his appointment as an Independent Non-Executive Director as specified in the Act and the Listing Regulations. Mr. Rajkumar Manikpuri (DIN: 08614902) is independent of the management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Mr. Rajkumar Manikpuri (DIN: 08614902) 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 Institute of Company Secretaries of India (ICSI) is annexed to this notice.

Copy of the letter of appointment of Mr. Rajkumar Manikpuri (DIN: 08614902) 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](http://www.fcsltd.com)

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Rajkumar Manikpuri are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

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

### **Item No. 4**

Pursuant to the provisions of Section 197 of Companies Act, 2013 and other applicable and related provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 the fixation of remuneration of executive Director requires the approval of shareholders through special resolution. For this purpose, it is proposed to pass the above resolution by way of shareholders’ approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sunil Sharma are in any way concerned or interested in the said resolution.

The Board recommends this Resolution for your approval.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS  
PER REGULATION 36 OF LISTING REGULATIONS & CLAUSE 1.2.5 OF SECRETARIAL  
STANDARD-2 ON GENERAL MEETING**

<b>Name Of Director &amp; DIN</b>	<b>Mr. Rajkumar Manikpuri, DIN 08614902</b>
<b>Date of Birth &amp; Age</b>	16/08/1969, 51 Years
<b>Category/Designation</b>	Non – executive & Independent Director
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	14/11/2019, as an Additional Director
<b>Qualification</b>	Bachelors of Engineering
<b>Expertise in specific functional area</b>	Mr. Rajkumar Manikpuri has graduated in Bachelors of Engineering and has More than 25 years experience in Civil engineering.
<b>Shareholding in the Company as on date</b>	NIL
<b>Other Directorship in the Other Listed Companies</b>	NIL
<b>Committee position in other Listed entities</b>	NIL
<b>Relationship with other Director &amp; Key Managerial Personnel of the Company</b>	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.

<b>Name Of Director &amp; DIN</b>	<b>Mahendra Pratap Singh DIN 08201381</b>
<b>Date of Birth &amp; Age</b>	15/12/1961, 59 Years
<b>Category/Designation</b>	Non – executive
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	14/08/2018
<b>Qualification</b>	Law Graduate
<b>Expertise in specific functional area</b>	More than 32 years of experience in the field of legal consultancy
<b>Shareholding in the Company as on date</b>	NIL
<b>Other Directorship in the Other Listed Companies</b>	NIL
<b>Committee position in other Listed entities</b>	NIL
<b>Relationship with other Director &amp; Key Managerial Personnel of the Company</b>	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:** 04/09/2020

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