

FCS/STX/168/2019

October 22, 2019

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 26th 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 26th Annual General Meeting (AGM) of FCS Software Solutions Limited, scheduled to be held on Wednesday, 13th November, 2019 at 09:00 A.M at The Executive Club, 439, Village Sahoarpur, Fatehpur Beri, New Delhi-110074.

This is for your information and record.

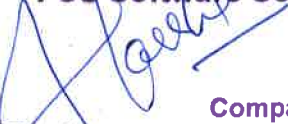
Please take note of the same.

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

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



NOTICE

NOTICE is hereby given that the 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF **M/s FCS SOFTWARE SOLUTIONS LIMITED** will be held at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110074 on Wednesday, the 13th day of November, 2019 at 9:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. 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.
2. 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.

SPECIAL BUSINESS:

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

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schdeule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Shayam Sunder Sharma (DIN:00272803), Independent Director, whose period of office expires on September 23, 2019, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the second term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years with effect from 24th September, 2019 to 23rd September, 2024.

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

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schdeule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mrs. Shweta Shatsri (DIN:06480421), Independent Director, whose period of office expires on September 23, 2019, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the second term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years with effect from 24th September, 2019 to 23rd September, 2024.

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

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

“RESOLVED THAT pursuant to Sections 117(3), 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Dalip Kumar (DIN- 00103292) be and is hereby re-appointed as Chairman & Managing Director of the Company for a period of five years with effect from 01.04.2020 to 31.03.2025 on the remuneration and other terms and conditions, as recommended by the Nomination and Remuneration Committee as set out in the explanatory statement annexed.

RESOLVED FURTHER THAT Ms. Harsha Sharma, Company Secretary of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. 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.”

7. Consider & approve remuneration of Mr. Dalip Kumar, Chairman & Managing Director of the Company

To consider and approve the payment of remuneration to Mr. Dalip Kumar, Chairman & Managing Director of the Company for a period of 5 (Five) years w.e.f. 01 April, 2020 and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to requisite approval of Central Government, if necessary and such other approval as may be required, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Nomination and Remuneration Committee has recommended to the Board the re-appointment of Mr. Dalip Kumar as Chairman & Managing Director of the Company for a period of 5 (Five) years with effect from 1st April, 2020 to 30th March, 2025 on the terms & conditions including remuneration by way of salary, perquisites and allowances as set out hereunder:

- a) Salary: upto Rs. 1,00,000/- (Rupees One Lakh only) per month;
- b) Commission: upto 3% of the net profits calculated in the manner laid down under section 197 of the Companies Act, 2013
- c) Benefits, Perquisites & Allowances: As may be determined by the Board from time to time;
- d) Gratuity, Leave Encashment & Provident Fund: As per the policies of the Company.

“RESOLVED FURTHER THAT the remuneration payable to Mr. Dalip Kumar, Chairman & Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provided under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);”

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

Sd/-

Place: Noida

Harsha Sharma

Date: 14/10/2019

(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, 5, 6 & 7 is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
3. Pursuant to Section 105 of Companies Act, 2013 and rules made there under, a person shall not act as a proxy for more than 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Notice of AGM, Annual Report and Attendance Slip 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. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
7. The Register of Members and Shares Transfer Books of the Company will remain closed from November 7, 2019 to November 8, 2019 (both days inclusive) for the purpose of Annual General Meeting.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.

Voting through electronic means

9. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company has provided a facility to the members to exercise their vote electronically through the electronic voting service facility arranged by Link Intime India Private Limited. The facility for voting, through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are prescribed below :

The instructions for shareholders voting electronically are as under:

Instructions for shareholders to vote electronically:

- **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

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’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

- **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 or Call us :- Tel : 022 - 49186000.

General

- (A) The voting period begins on 10th November, 2019 (9:00 am) and ends on 12th November, 2019 (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. 6th November, 2019 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

- (B) 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. 6th November, 2019 may follow the same instructions as mentioned above for e-voting.
- (C) Mr. Shashi Shekhar, Practicing Company Secretary (Membership No. 37987) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) 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 6th November, 2019.

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

Sd/-

Place: Noida

Harsha Sharma

Date: 14.10.2019

(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 17 years of experience as electronics and communication engineer.
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL

Name Of Director	Mr. Shayam Sunder Sharma
Date of Birth	27th Nov, 1958
Category/Designation	Independent Director
Nationality	Indian
Date of Appointment on the Board	08/12/2000
Expertise in specific functional area	More than 19 years of experience and have in-depth knowledge of IT industry and brings his large exposure to FCS Board. He is an Expert in the field of System Administration with focus on AIX and UNIX based systems.
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL

Name Of Director	Ms. Shweta Shatsri
Date of Birth	8th February, 1980
Category/Designation	Independent Director
Nationality	Indian
Date of Appointment on the Board	24/09/2014
Expertise in specific functional area	Ms. Shweta Shatsri has Bachelor Degree in Art. She has been associated with Relieve Consultancy Services Private Limited as a Director. She has also been working as a social worker for last seven years. She has good knowledge of human development and behavior, of social, economic and cultural and of the interaction of all these factors. She helps people overcome some of life's most difficult challenges: poverty, discrimination, abuse, addiction, physical illness, divorce, loss, unemployment, educational problems, disability, and mental illness.

Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL

Name Of Director	Dalip Kumar
Date of Birth	21st December 1961
Category/Designation	Chairman & Managing Director
Nationality	Indian
Date of Appointment on the Board	05/05/1993
Expertise in specific functional area	He is having more than 29 years of global industry experience and has worked on large projects in implementing paper less offices, office automation and workflow management for clients in government, banking, infrastructure and private sector. He has been working on Web based projects and ERP centric projects for many years. His special expertise area now is to build e-business and implement e-services. He has managed various projects starting from microprocessors to mainframes in terms of technology and man management.
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) (e) of Listing Regulation:

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

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 October 14, 2019.

Item No. 3

The Company had Pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as an independent directors, who are not liable to retire by rotation.

The Board of Directors has recommended the re - appointment of Mr. Shayam Sunder Sharma as an Independent Director for a second term of 5 years i.e. from September 24, 2019 up to September 23, 2024.

Mr. Shayam Sunder Sharma, non- executive Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the director fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of re-appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

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

The Board recommends this Resolution for your approval.

Item No. 4

The Company had Pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as an independent directors, who are not liable to retire by rotation.

The Board of Directors has recommended the re - appointment of Ms. Shweta Shatsri as an Independent Director for a further term of 5 years i.e. from September 24, 2019 up to September 23, 2024.

Ms. Shweta Shatsri, non- executive Independent Director of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the director fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director and she is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of re-appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Shweta Shatsri are in any way concerned or interested in the said resolution.

The Board recommends this Resolution for your approval.

Item No. 5

The Board of Directors has recommended the re - appointment of Mr. Dalip Kumar Chairman & Managing Director of the Company for a further term of 5 years i.e. from September 24, 2019 up to September 23, 2024.

Mr. Dalip Kumar, aged 58 years is presently designated as Chairman & Managing Director of the Company. He is having more than 29 years of global industry experience and has worked on large projects in

implementing paper less offices, office automation and workflow management for clients in government, banking, infrastructure and private sector. He has been working on Web based projects and ERP centric projects for many years.

His special expertise area now is to build e-business and implement e-services. He has managed various projects starting from microprocessors to mainframes in terms of technology and man management.

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

The Board recommends this Resolution for your approval.

Item No. 6

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.

Item No. 7

Mr. Dalip Kumar, (DIN- 00103292), Chairman & Managing Director of the Company is re-appointed for a term of 5 years from 01.04.2020 to 31.03.2025. The material provisions of the agreement to be entered into with Mr. Dalip Kumar are as under:-

1. Salary: upto 1,00,000/- per month
2. Commission: upto 3% of the net profits calculated in the manner laid down under sections 197 of the Companies Act, 2013

CATEGORY (A).

I. Housing:

- In case of furnished accommodation provided by the Company, such expenditure not exceeding 60% of the salary.
- In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance subject to the ceiling laid under the provisions of Income Tax Act, 1961.
- In case accommodation is owned by the Company, a deduction of 10% of the salary of the Managing Director shall be made by the Company.
- The expenditure incurred by the Company on gas, electricity, water & furnishing shall be valued as per the Income Tax Rules, 1962 which shall, however, be subject to a ceiling of 10% of the salary.

II. Medical Reimbursement:

Medical Reimbursement of the expenses incurred by Mr. Dalip Kumar for self and his family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years.

III. Leave Travel Concession:

Leave Travel Concession for him and his family once in a year in accordance with the rules of the Company.

IV. Club Fees :

Fees of the clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

V. Personal Accident Insurance:

Personal Accident Insurance of an amount not exceeding 10,000/- (Rupees Ten Thousand only)

CATEGORY (B)

Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company to the extent these, either singly or put together, are not taxable under Income Tax Act, 1961.

CATEGORY (C)

The Company shall provide a car with a driver and two telephones and a fax at his residence. Personal long distance calls and use of car for private purpose shall be billed by the Company to him. All official calls made by him from his Cell Phone will also be reimbursed by the Company.

CEILING ON REMUNERATION:

The aggregate remuneration shall not exceed the limits provided in Sections 197 read with Schedule V of the Companies Act, 2013.

The shareholders' approval may be sought for authorization to increase, vary or amend the remuneration including salary, perquisites and benefits, minimum remuneration and other terms of re-appointment of the Chairman & Managing Director from time to time, as deemed expedient or necessary during the tenure of his appointment.

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

The Board recommends this Resolution for your approval.

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

Place: Noida

Date: 14.10.2019

Sd/-
Harsha Sharma
(Company Secretary)