

**FCS/STX/2025**

**24<sup>th</sup> July, 2025**

To,

The General Manager  
The Department of Corporate Services  
**The Bombay Stock Exchange Limited**  
27<sup>th</sup> Floor, P.J. Tower, Dalal Street,  
Mumbai-400 001

The Manager  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block, Bandra  
Kurla Complex, Bandra (E), Mumbai-400 051

**Subject: Notice of 32<sup>nd</sup> 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 32<sup>nd</sup> Annual General Meeting (AGM) of FCS Software Solutions Limited, scheduled to be held on Tuesday, 19<sup>th</sup> August, 2025 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,

**For FCS Software Solutions Limited**

Deepthi Singh  
**(Company Secretary & Compliance Officer)**  
Membership No.: – A37147

enterprise interfaces

collaborative platforms

business processes

**FCS Software Solutions Limited**

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

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

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

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

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

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

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

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

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



## **NOTICE**

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting (“AGM”) of the Members of **FCS SOFTWARE SOLUTIONS LIMITED** will be held on Tuesday, 19<sup>th</sup> Day of August, 2025 at 11:30 A.M through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and the audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, together with the Report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon, as laid before this meeting, be and are hereby received, considered and adopted”.

2. **To re-appoint Mrs. Neelam Sharma (DIN: 10291133), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.**

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

“**RESOLVED THAT** Mrs. Neelam Sharma (DIN: 10291133), who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as non Executive Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESSES:**

3. **REGULARISATION OF APPOINTMENT OF MS. DOLLY SAINI (DIN: 08161861) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT**, pursuant to Section 149, 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act 2013, (including any Statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, as amended from time to time and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination and Remuneration Committee and Board of Directors, Ms. Dolly Saini (DIN - 08161861) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 23.05.2025 and who holds office till the date of ensuing AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Dolly Saini as a candidate for the office of a director of the company, be and is hereby appointed as a Non

Executive Independent Director of the Company to hold office for 5 (five) years from the 23.05.2025 till 22.05.2030, not liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Dalip Kumar, Chairman & Managing Director, Mrs. Deepti Singh, Company Secretary & Compliance Officer and/or Mr. Narendra Prasad Sah, Chief Financial Officer be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to aforementioned resolutions including filing of necessary e-form(s)/ return(s) with the concerned Registrar of Companies and to deal with all matters connected therewith or incidental thereto, without seeking any further approval of the Members of the Company.”

**4. REGULARISATION OF APPOINTMENT OF MR. NITISH KUMAR SINGH (DIN: 07702754) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT**, pursuant to Section 149, 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act 2013, (including any Statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, as amended from time to time and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Nitish Kumar Singh (DIN -07702754) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 22.07.2025 and who holds office till the date of ensuing AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Nitish Kumar Singh as a candidate for the office of a director of the company, be and is hereby appointed as a Non Executive Independent Director of the Company to hold office for 5 (five) years from the 22.07.2025 till 21.07.2030, not liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Dalip Kumar, Chairman & Managing Director, Mrs. Deepti Singh, Company Secretary & Compliance Officer and/or Narendra Prasad Sah, Chief Financial Officer be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to aforementioned resolutions including filing of necessary e-form(s)/ return(s) with the concerned Registrar of Companies and to deal with all matters connected therewith or incidental thereto, without seeking any further approval of the Members of the Company.”

**5. APPOINTMENT OF M/S NEERAJ ARORA & ASSOCIATES AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS FROM THE FINANCIAL YEAR 2025-26 TO THE FINANCIAL YEAR 2029-30 :**

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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/ statutory provisions, if any, as amended from time to time, M/s Neeraj Arora & Associates, as Practicing Company Secretary, having Membership No. 10781 and Certification of Practices No. 16186 be

and is hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

**FURTHER RESOLVED THAT** Mr. Dalip Kumar, Chairman & Managing Director, Mrs. Deepti Singh, Company Secretary & Compliance Officer and/or Narendra Prasad Sah, Chief Financial Officer of the Company be and are hereby severally authorized to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter with the Concerned ROC and Intimate to Stock Exchanges where Company is Listed”.

**6. TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH BLOOM HEALTHCARE & HOSPITALITY MANAGEMENT PVT. LTD. (MATERIAL SUBSIDIARY).**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with Bloom Healthcare & Hospitality Management Pvt. Ltd, (Material Subsidiary) a related party of the Company, for effecting sale of asset including investments in shares for an amount not exceeding in the aggregate Rs. 25.00 Crore (Rupees Twenty Five Crores only) per financial year, for the period of 2 financial years, commencing from financial year 2024-2025 and upto and including financial year 2025-2026 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

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

**Place: Noida  
Date: 22.07.2025**

**Sd/-  
Deepti Singh  
Company Secretary  
M. No.: A37147**

**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 and 6 is annexed hereto and forms part of this notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its latest Circular No. 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, read with previous circulars issued by MCA being Circular No. 10/2022 dated 28th December, 2022, 14/2020, Circular No. 17/2020, Circular No. 20/2020, Circular No. 2/2021, Circular No. 2/2022 (“MCA Circulars”) pursuant to latest Circular No. SEBI/HO/CFD/PoD-2PCIR/2024/133 dated 3<sup>rd</sup> October 2024, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India (“SEBI”) read together with previous circulars issued by SEBI in this regard being Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by SEBI (hereinafter collectively referred to as “MCA Circulars or SEBI Circulars or the Circulars”), Annual General Meeting (AGM) is allowed be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members at common venue till 30th September, 2025. The Board of Directors of the Company has decided to adopt the above circulars issued by MCA and SEBI in conducting Annual General Meeting of the Company through VC/OAVM.

Hence, Members can attend and participate in the ensuing AGM 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. MUFG Intime India Private Limited (Formerly 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/CFD-POD-2/P/CIR/2024/133, DATED 3RD OCTOBER, 2024, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 DATED 7TH OCTOBER, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62, DATED MAY 13, 2022, 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. 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 in the manner prescribed in the notes below.
5. In compliance with aforesaid MCA Circulars and SEBI Circulars, Notice of 32<sup>nd</sup> AGM together with the Annual Report for the financial year 2024-25 are being sent by electronic mode only 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 2024-25 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).

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
8. Details as per the Regulation 36(3) 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.
9. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional investors, Directors, Key Managerial Personnel, the chairperson of Audit committee, Nomination and Remuneration Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis. 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.
10. Members are requested to send their queries at least 3 days before the date of meeting so that information can be made available at the meeting.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, 13<sup>th</sup> August, 2025 to Tuesday, 19<sup>th</sup> August, 2025** (both days inclusive) for the purpose of the Meeting.
12. Mr. Neeraj Arora, Practicing Company Secretary (Certificate of Practice No. 16186) has been appointed as scrutinizer to scrutinize the e-voting process in fair and transparent manner.

**13. Mandatory updation of PAN, KYC, Nomination and Bank details by Members:**

Members holding shares in physical form

1. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's Registrar and Share Transfer Agent ('RTA') for assistance in this regard.
2. Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH13 (available on the Company's website at <https://fcsltd.com/investors/investors-kyc-forms> to update KYC and choice of Nomination (in case the same are not already updated), to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, India., the Company's Registrar and Share Transfer Agent. Alternatively, Members may send digitally signed copy of their documents by email to MUFG Intime India Private Limited at [rnt.helpdesk@in.mpms.muvg.com](mailto:rnt.helpdesk@in.mpms.muvg.com) or upload on their web portal [www.in.mpms.muvg.com](http://www.in.mpms.muvg.com).
3. Members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.
4. Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in

dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website at <https://fcsltd.com/investors/investors-kyc-forms> and on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com). It may be noted that any service request can be processed only after the folio is KYC compliant.

14. Electronic/digital copy of the Annual Report for FY 2024-25 and Notice convening the 32<sup>nd</sup> AGM are being sent to all Members whose e-mail ID. are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail ID. may get the same registered by following the instructions mentioned above. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. <https://fcsltd.com/investors/annual-report> where details pertaining to the entire Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Annual Report for FY 2024-25 to the Members, upon request.

**15. 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 [investors@fcsltd.com](mailto:investors@fcsltd.com) till **Thursday, August 14, 2025**. Only those members 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/ folio number, email id, mobile number at [investors@fcsltd.com](mailto:investors@fcsltd.com). The same will be replied by the Company suitably.

**16. Process and manner for attending the Annual General Meeting through instaMeet:**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

***Login method for shareholders to attend the General Meeting through InstaMeet:***

- a) Visit URL: <https://instameet.in.mpms.muvg.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
  - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
  - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

***Instructions for shareholders to Speak during the General Meeting through InstaMeet:***

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panelist via active chat-board during the meeting.

\* Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

***Instructions for Shareholders to Vote during the General Meeting through InstaMeet:***

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) 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.

- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the 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.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**Remote e-Voting Instructions for shareholders:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

- a. Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b. Enter User ID and Password. Click on "Login"

- c. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

**Shareholders who have not registered for NSDL IDeAS facility:**

- a. To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- b. Proceed with updating the required fields.
- c. Post successful registration, user will be provided with Login ID and password.
- d. After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL:**

- a. Visit URL: <https://www.evoting.nsd.com>
- b. Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b. Click on New System Myeasi Tab
- c. Login with existing my easi username and password
- d. After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e. Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a. To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> [https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration](https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/)
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided username and password.

- d. After successful login, user able to see e-voting menu.
- e. Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL.**

- a. Visit URL: <https://www.cdslindia.com>
- b. Go to e-voting tab.
- c. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e. After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a. Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

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

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders 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 holding shares in **NSDL form**, shall provide 'D' above
- \*\* Shareholders 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- a) Click on "**Login**" under 'SHARE HOLDER' tab.
  - A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click "Submit"
- b) Cast your vote electronically:
  - A. After successful login, you will be able to see the "Notification for e-voting".
  - B. Select 'View' icon.
  - C. E-voting page will appear.
  - D. 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).
  - E. 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.

**Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*,  
*IN00000012345678*
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

- B. 'Investor's Name' - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
- \* *File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) 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).
- f) 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.

**OR**

#### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **Helpdesk:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) or contact on: - Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option

available at above mentioned 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”.

**General:**

- a. The voting period begins on **Saturday, 16th August, 2025 (9:00 am) and ends on Monday, 18th August, 2025 (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. Tuesday, 12th August, 2025**.
- b. Shareholders may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited (Formerly 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. Tuesday, 12th August, 2025** 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 i.e. Tuesday, 12th August, 2025** .
- f. Members who have not registered their email addresses are requested to register the same in respect of shares held in electronic form with the depository through their depository participant(s) and in respect of shares held in physical form, by writing the company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited.

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

**Place: Noida  
Date: 22.07.2025**

**Sd/-  
Deepti Singh  
Company Secretary  
M. No.: A37147**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS PER REGULATION 36 OF LISTING REGULATIONS WITH THE STOCK EXCHANGE, AND AS PER SECRETARIAL STANDARD – 2 ISSUED BY ICSI:**

<b>Name of Director</b>	Mrs. Neelam Sharma
<b>Date of Birth</b>	01.08.1969 (56 Years)
<b>Category/Designation</b>	Non-Executive Director
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	29.08.2023
<b>Qualifications</b>	Graduate
<b>Number of Shares held in the Company</b>	46390
<b>Expertise in specific functional area</b>	More than 22 years of experience in social work
<b>Last Drawn Remuneration incl. Sitting Fees for Board &amp; Committee(s) Meetings (2024-25)</b>	N.A.
<b>Number of Board Meetings attended during the year</b>	2 out of 6
<b>Relationship with any Director(s) of the Company</b>	Wife of Mr. Dalip Kumar, Chairman & Managing Director
<b>Other Directorship in the Other Listed Companies</b>	Nil
<b>Committee position in other Listed entities</b>	Nil
<b>In case of independent directors, the skills and Capabilities required for the role and the manner in which the proposed person meets such requirements</b>	N.A
<b>Terms and Conditions of Appointment/Re-Appointment</b>	As approved by Shareholders' Resolution.

<b>Name of Director</b>	Ms. Dolly Saini
<b>Date of Birth</b>	01.01.1994 (31 Years)
<b>Category/Designation</b>	Non-Executive Independent Director
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	23.05.2025
<b>Qualifications</b>	Post Graduate
<b>Number of Shares held in the Company</b>	Nil
<b>Expertise in specific functional area</b>	10 Years
<b>Last Drawn Remuneration incl. Sitting Fees for Board &amp; Committee(s) Meetings (2024-25)</b>	N.A.
<b>Number of Board Meetings attended during the year</b>	N.A.
<b>Relationship with any Director(s) of the Company</b>	Nil
<b>Other Directorship in the Other Listed Companies</b>	Nil
<b>Committee position in other Listed entities</b>	Nil
<b>In case of independent directors, the skills and Capabilities required for the role and the manner in which the proposed person meets such requirements</b>	An experienced professional with over a decade of expertise in governance, finance, and insurance. Currently a Women Director at New Light Apparels Limited and former Independent Director at SVP Industries Limited. Previously worked as an Accountant, Company Secretary Assistant, and held key roles at HDFC Life and Edelweiss Tokio Life. Now serving as a BDM at Renewbuy.com, she brings strong leadership, compliance knowledge, and business growth acumen to every role.
<b>Terms and Conditions of Appointment/Re-Appointment</b>	As per Explanatory Statement

<b>Name of Director</b>	Mr. Nitish Kumar Singh
<b>Date of Birth</b>	09.09.1990 (34 Years)
<b>Category/Designation</b>	Non-Executive Independent Director
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	22.07.2025
<b>Qualifications</b>	Post Graduate
<b>Number of Shares held in the Company</b>	Nil
<b>Expertise in specific functional area</b>	8 Years
<b>Last Drawn Remuneration incl. Sitting Fees for Board &amp; Committee(s) Meetings (2023-24)</b>	N.A.
<b>Number of Board Meetings attended during the year</b>	N.A.
<b>Relationship with any Director(s) of the Company</b>	Nil
<b>Other Directorship in the Other Listed Companies</b>	Nil
<b>Committee position in other Listed entities</b>	Nil
<b>In case of independent directors, the skills and Capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Mr. Nitish holds Master's degree. He is having rich experience in the field of IT Back Support and having total Experience of 8 year's IT Industry.
<b>Terms and Conditions of Appointment/Re-Appointment</b>	As per Explanatory Statement

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

Place: Noida  
Date: 22.07.2025

Sd/-  
**Deepthi Singh**  
Company Secretary  
M. No.: A37147

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LODR) REGULATIONS, 2015.**

**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 23.05.2025 has appointed Ms. Dolly Saini (DIN: 08161861) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company who holds her office up to date of this Annual General Meeting.

The appointment of Ms. Dolly Saini (DIN: 08161861) 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 her candidature for the office of a Director. Ms. Dolly Saini (DIN: 08161861) has given her consent to act as a Director and has given a declaration stating that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that she 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, Ms. Dolly Saini (DIN: 08161861) fulfils the conditions for her appointment as an Non-Executive Independent Director as specified in the Act and the Listing Regulations. Ms. Dolly Saini (DIN: 08161861) is independent of the Management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Ms. Dolly Saini (DIN: 08161861) 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 the Institute of Company Secretaries of India (ICSI) is annexed to this notice.

Copy of letter of appointment of Ms. Dolly Saini (DIN: 08161861) 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 Ms. Dolly Saini 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 Special Resolution set out at item No. 3 of the Notice for approval by the members.

**ITEM NO. 4**

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 22.07.2025 has appointed Mr. Nitish Kumar Singh (DIN: 07702754) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company who holds his office up to date of this Annual General Meeting.

The appointment of Mr. Nitish Kumar Singh (DIN: 07702754) 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. Nitish Kumar Singh (DIN: 07702754) 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. Nitish Kumar Singh (DIN: 07702754) fulfills the conditions for his appointment as an Independent Non-Executive Director as specified in the Act and the Listing Regulations. Mr. Nitish Kumar Singh (DIN: 07702754) is independent of the Management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Mr. Nitish Kumar Singh (DIN: 07702754) 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 the Institute of Company Secretaries of India (ICSI) is annexed to this notice.

Copy of letter of appointment of Mr. Nitish Kumar Singh (DIN: 07702754) 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. Nitish Kumar Singh (DIN: 07702754) are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board recommends the Special Resolution set out at item No. 4 of the Notice for approval by the members.

#### **Item No. 5**

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on July 22, 2025, proposed the appointment of M/s. Neeraj Arora & Associates, as Practicing Company Secretary, having Membership No. 10781 and Certification of Practices No. 16186, (Firm Registration No. S2019DE706400) Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years from Financial Year 2025-26 to 2029-30, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

Neeraj Arora & Associates is a peer reviewed, established by Mr. Neeraj Arora, Practicing Company Secretary having experience of more than 10 years. The Firm is specialized in providing services in Company Law, Securities Laws, Secretarial Audit etc. along with other specializations.

M/s. Neeraj Arora & Associates have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015.

Accordingly, consent of the Members is sought for passing a Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

#### **Item No. 6**

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), material related party transactions require approval of the shareholders through ordinary resolution.

'Material Transaction' for this purpose means, transaction(s) entered/to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower and such approval is valid from the date of the AGM until the date of AGM to held in the next year.

Members may kindly note that M/s Bloom Healthcare & Hospitality Management Pvt. Ltd, (Material Subsidiary) is a Related Party of the Company in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. The Company for effecting sale of assets including sale of investments in shares for an amount not exceeding in the aggregate Rs. 25.00 Crore (Rupees Twenty Five Crores only) per financial year, for the period of 2 financial years, commencing from financial year 2024-2025 and upto and including financial year 2025-2026 provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof).

As the 10% of the consolidated turnover as on March 31, 2025 is Rs. 3.65 Crores, the materiality threshold for seeking shareholders' approval is Rs. 3.65 Crores.

Since the aggregate amount of foreseen contract(s)/transaction(s) to be entered into with M/s Bloom Healthcare & Hospitality Management Pvt. Ltd during FY25-26 shall exceed Rs. 3.65 Crore, it is proposed to seek approval of Members upto an amount of Rs. 25.00 Crore.

Members are kindly informed that, the Audit Committee and the Board of Directors at their respective meetings held on July 22, 2025 and July 22, 2025 approved & recommended the aforementioned proposal for approval of Members by way of an ordinary resolution.

The validity of the aforementioned proposal, if approved by the Members, shall be from the date of this AGM till the AGM to be held in the Calendar Year 2026.

<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transactions</b>	<b>Estimated Value</b>	<b>Duration</b>
Bloom Healthcare & Hospitality Management Pvt. Ltd.	Material Subsidiary	Sale of Asset	Upto Rs. 25.00 Crores	2 Year

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6.

Basis the rationale and justification provided above, the Board recommends ordinary resolution under Item No. 6 of the accompanying Notice for approval of Members.

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

**Place: Noida  
Date: 22.07.2025**

**Sd/-  
Deepti Singh  
Company Secretary  
M. No.: A37147**