The efficiency catalyst

CIN: L72100DL1993PLC179154

FCS/STX/107/2018 **25th September, 2018**

To,

The Bombay Stock Exchange Ltd.,
Corporate Relationship Department,
P J Tower, Dalal Street,
Mumbai- 400001

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

Subject: Intimation of Amendments in object clause of Memorandum of Association and change in Memorandum of Association of the Company as per Companies Act, 2013

Dear Sir,

Pursuant to regulation 30, Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform that the Company has amended its object clause of Memorandum of Association and change its Memorandum of Association as per Companies Act, 2013 with the approval of shareholders at the AGM held on today i.e. 25th September, 2018, subject to the approval of any regulatory authority. Therefore, we are hereby submitting the altered Memorandum of Association of the Company which was duly approved by the shareholders at the 25th Annual General Meeting of the Company held on 25th September, 2018.

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

Harsha Sharma
(Company Secretary)
Membership No.: A33548
Encl: Memorandum of Association

enterprise interfaces
collaborative platforms
business processes

MEMORANDUM OF ASSOCIATION

OF

FCS SOFTWARE SOLUTIONS LIMITED



(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

FCS SOFTWARE SOLUTIONS LIMITED

I. The Name of the Company is **FCS SOFTWARE SOLUTIONS LIMITED.**

II. The Registered Office of the Company will be situated in the State of Delhi.

III. The objects for which the Company is established are :

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of selling, buying, trading, import, export, producing, assembling, processing of computers, computer hardware, software and electronics and electrical gadgets, equipments, electronic machines, printers, typewriters and computer accessories and parts, computers data processors, data processing machines, types, cards, memory equipments, and all or any other types of equipment and materials of every kind and description useful and used in connection with computers.

2. To license otherwise authorize others to engage in the foregoing business and to engage in general and specific research and development in areas related to and involving foregoing business as referred in sub-clause (1) above.

3. To deal in any or all types of Computer Hardware, Electronic and Communication Equipment, mini and micro computers, personal computers, computer peripherals, microprocessor based system, floppy diskettes, winchester hard disc drives, terminals, monitors, daisy wheel printers, digitizers, plotters, scanners, electronic sketch pads, process control equipment, cards, magnetic tapes, cartridge disk dispacks, computer stationary, printer ribbons, computer files stores, spare parts, components and assemblies including computer memory chips or any associated products and their accessories to attain the objectives.

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4. To advise or render services like staff and management recruitment, training and placements, technical analysis of data, electronic data processing, preparation of project reports, surveys and analysis for implementation of projects and review of their progress, critical path analysis, organization and method studies, and other modern management techniques and to establish and render consultancy and other services of professional and technical nature to industries, firms, associations, enterprises, institutions, bodies corporate offices and all types of concerns and to undertake assignments, jobs and appointments and to enter into any contracts relating thereto.

5. To carry on the business as a Data Center Company for carrying out internet infrastructure related businesses including Call Centers, Knowledge Process Outsourcing, Business Process Outsourcing, Online Market Surveys, Online Marketing, Business Processing Outsourcing, Information Technology Enabled Services (ITES), E-Business, E-Commerce Services, Payment Gateways, Data Integration, format conversion and integration, digital data publishing and to carry out internet based mass electronic storage related activities such as storage on demand service, backup on demand service and provide infrastructure for the same.

6. To carry on business support services, back office and agency work in the fields of financial services including insurance, retail solutions, education services, solutions for telecom and services industry, sales and services, data processing, system analysis and design, programming, data storage, software documentation, computer based systems, and to deal in other office automation softwares or hardwares and all related activities to provide end to end solutions for all industries.

7. To carry on the business of leasing or letting out all kind of immovable property including IT Infrastructural property whether freehold , leasehold to any person, firm, company, body corporate or association of persons in India or abroad and to accept payment for any property or rights sold, rented, leased, hired out or otherwise disposed off or dealt with by the company, either in cash, by installments or otherwise, or on the basis of a commission, remuneration or a fee etc. and to carry on any other business that is customarily, usually and conveniently carried on therewith in or outside India.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED INCLAUSE III (A) ARE:-

1. 1. To buy, exchange, alter, improve, manipulate, prepare for market, import deal in all kinds of plants, machinery, apparatus, tools, utensils, substances materials and things

necessary or convenient in carrying on all or any of the above main businesses of the Company.

2. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, for any purpose whatsoever conducive to the interest of the Company.
3. To promote, carry on, maintain and develop, trade of all kinds, and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
4. To adopt such means of making known the business activities and products of the Companies as may seem expedient and particularly advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations and holding exhibitions, demonstrations and displays.
5. To buy, sell, manufacture, repair, alter and exchange, let on hire, export, import and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
6. To apply for purchase or otherwise acquire and protect and renew in India or any other part of the world any patent, rights, brevets, inventions, trademarks, designs, licenses, concessions, and the like and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend the money in experimenting upon, testing or improving any such patents, inventions or rights.
7. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licenses, leases, grants and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
8. To act as technical consultants and to suggest ways and means for improving efficiency in the factories and plants and in this connection to advise on and assist in operation of new improved techniques of production, administration and sales for obtaining optimum utilization of resources, men, material, machines and money and to float, promote form subsidiary and assist company, body, corporate, firm, association, society or any other organization for the execution of undertakings, works, projects to prepare computer schemes, plans, designs, drawings and estimates for factories, plants and services and to take jobs for design, manufacture, supply, erection, and commissioning of plants and equipment's on a turnkey basis.
9. To act as advertising agents, advertisement contractors and designers of advertisements, for the purpose of business of company.
10. To open, establish, run schools, colleges or institutions for instruction and training of people in the fields of management, administration, commerce, information processing or any other field for the benefit and business of the company.

11. To amalgamate, enter into partnership, or enter into collaboration, agreement or arrangement or understanding or association with any Indian or foreign, company or body corporate or film of individuals for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
12. To open and operate current, fixed or overdraft accounts with any bank, bankers or institutions and to pay into and draw money from such accounts.
13. To create and issue equity, preference and guaranteed shares or stock or debentures and to redeem, buy back, cancel and accept surrenders of any such shares or stocks.
14. To establish or promote or concur in establishing or promoting any company or companies for the purposes of acquiring all or any of the property rights and liabilities of the Company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
15. To enter into contracts, agreements and arrangements with any other company for the carrying out, by such other company on behalf of the Company, of any of the objects for which the company is formed.
16. To purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the company and in particular any land, buildings, easements, machinery, plant, vehicles and stock-in trade and to make advance of such sums or money in order to acquire the above mentioned assets upon such terms with or without security as the Company may deem expedient.
17. To undertake, acquire, subscribe for, buy, sell, take up, hold or otherwise deal in shares, stocks, debentures, bonds, obligations and securities and to hold the same as investment or stock-in-trade and realize or sell the same.
18. To lend or advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of or by any such persons or Companies.
19. To give guarantees and to carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interests or other moneys secured or payable by the Company.
20. To sell, mortgage, exchange, grant leases, licenses, easements and other rights in respect of improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including

by way of shares, debentures, or securities of any other Company, whether partly paid up or fully paid up.

21. To receive money on deposit or loan and borrow or raise in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock, (perpetual or otherwise) and to secure the repayment of and, money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be but shall not carry on the business of banking as defined in the Banking Regulation Act, 1949, subject to Section 73 to 76 of the Companies Act, 2013, and RBI directives.
22. Subject to the provisions of the Act, to lend, advance, invest and deal with money and funds of the Company in such manner as may from time to time be determined or deemed fit by the Board of Directors.
23. In connection with the business of the Company to advance or lend money to the customers who fulfill certain obligations as may be laid down by the Company.
24. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to protect and indemnify whole or part or portion thereof either on mutual principle or otherwise.
25. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on business which this Company is authorized to carry on or possessed of or property suitable for the purposes of the Company.
26. To let out on hire all or any of the property of the Company whether real or personal, immovable or moveable.
27. To draw accept, endorse, discount execute, and issue hundies promissory notes, bills of exchanges drafts, warrants debentures and such other negotiable instruments and securities of all descriptions in connection with the main business of the Company.
28. To remunerate any person including any director any firm or corporation rendering services to the Company, whether by cash payment or by giving him or them a commission on the profits of any particular transaction or a share in the general profits of the Company, or by allotment to him or them of shares or securities of the Company credited or paid up in full or in part or otherwise.
29. Subject to the provisions of Companies Act, 2013, to amalgamate with any person or company whose objects in whole or in part are similar to the objects of this Company whether by sale or purchase (for fully or partly paid shares or otherwise) of all the shares or stock of any company, or in any other such manner of all types.
30. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India or abroad.

31. To dispose of the undertaking of the Company or any part thereto for such consideration as the Company may think fit and in particular or shares, debentures or securities of any other such Company having objects similar to or analogous with the objects of this Company.
32. 32. To pay for any rights or property acquired by the Company and to pay commission or remunerate any person or company for services rendered or to be rendered whether by cash payment or by allotment of shares, debenture or other securities of the Company, credited as paid up in full or in part or otherwise.
33. To sell, or let on lease or on hire purchase, land, grants, licenses, easements and other rights over and in any other manner whatsoever to transfer, deal with dispose off the undertaking, property, assets, rights and effects of the Company or any part thereof or any articles or goods whether made by the Company or not for such consideration as the Company may think fit and in particular, for shares, stocks, debentures, debenture bonds or other securities of any other Company.
34. To enter into any arrangement with any government or authority, Central, State, Municipal, Local or Foreign or Public body or otherwise any person or company that may seem conducive to the Company's objects or any of them and to carry out, exercise and comply with any such arrangements.
35. To establish, provide, maintain and conduct or otherwise subsidies and assist research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments, tests and inventions that may be considered likely to assist any of the business which the Company is authorised to carry on.
36. To establish, maintain and procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or services of the Company or any Company which is subsidiary of the Company or who are or were at any time the directors or officers of the Company or of any such other company as aforesaid and their wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interest and well being of the Company, or its employees and make payments to or towards the insurance of such person (s) as aforesaid and or any of the matters aforesaid either alone or in conjunction with such other company as aforesaid.
37. To appoint attorneys and agents whether on commission or otherwise. Constitute agencies and subagencies of the Company in India or elsewhere, in connection with the business of the Company.
38. To appoint Directors or Managers of any subsidiary company or any other company in which this Company is or may be interested.

39. To take part in the management, supervision and conduct of the business or operations of any company or undertaking and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts or agents.
40. To transact and carry on all kinds of agency business and to be appointed and act as agents to any company, convened and to do and perform all and singular the several duties and authorities pertaining to such offices respectively and to comply with and to become bound by all restrictions, limitations and conditions pertaining to such offices respectively or imposed by the terms of any agreement or arrangement entered into for any of the purposes aforesaid.
41. To alienate, transfer, gift, sell, donate, settle or dispose of any property of the Company with or without consideration and upon such terms and conditions as the Board of Directors may deem fit.
42. To carry out in any part of the world all or any part of the foregoing objects as principals, agents, factors, trustees, contractors or otherwise and either by or through agents, sub-contractors or otherwise and either alone or in conjunction with others.
43. To make donation either of cash or any other asset or property, to subscribe, contribute or grant money for any charitable, scientific, religious, benevolent, national, public or other institutions, funds, persons, associations, subjects or for any other useful objects.

IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any on the shares held by them.

V. The Authorized Share Capital of the Company is Rs. 1 ,85,00,00,000/- (Rupees One Hundred and Eighty Five Crores) divided into 1,85,00,00,000/- (One Hundred and Eighty Five Crores) Equity Shares ofRe. 1/- (Rupee One) each.



We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:—

S.No.	Name ,Address, Description and occupation of each subscribers	No. of equity Shares taken by each Subscribers	Signature of witness with Address, description and occupation.
1.	**DALIP KUMAR** S/o Late Sh. F.C. Sharma 205, Church Street, Aberdeen, NJ 07747, USA (501, Urban Estate, Ambala City) Business	100 (One Hundred) (Equity Shares)	I witness the signatures of all the subscribers , Who have Signed in my presence at Ambala City **Sd/-** **RAJNISH K. DUTTA** S/o Sh. S.L. Dutta Chartered Accountant 675,New Model Colony.
2.	**JANAK SHARMA** W/o Late Sh. F.C.Sharma 501, Urban Estate, (Ambala City) Business	100 (One Hundred) (Equity Shares)	
3.	**NEELAM SHARMA** W/o Mr. Dalip Sharma (501, Urban Estate , Ambala City) (House Wife)	100 (One Hundred) (Equity Shares)	
	TOTAL	**300 (Three Hundred Equity Shares)**	

Place: AMBALA

Dated: 18/03/1993

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