NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of FCS Software Solutions Limited will be held at 9:00 A.M. on Wednesday, 24th day of September, 2014 at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110 074 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Audited Statement of Profit and Loss for the year ended as on that date together with the reports of the Directors and Auditors thereon.

2. To consider re-appointment of Mr. Govinda Sahu (having DIN No. 02528967), 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.

3. To re-appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s SPMG & Co., (Firm Registration No. 509249C), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 24th Annual General Meeting subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and re-imbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

4. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

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

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and disclosure requirements) Regulations, 2009 ("ICDR Regulations") as in force, Securities and Exchange Board of India (Substantial Acquisition of shares and Takeover) Regulations 2011, the regulations/ guidelines, if any, issued by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India and any other applicable laws, rules and regulations (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force) and relevant provisions of the Memorandum and Articles of Association of the Company to the extent applicable and listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s), and/ or sanction(s), if any, of appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any duly authorized committee thereof for the time being exercising the powers conferred on the Board by this Resolution), the Board be and is hereby authorized on behalf of the Company to create, issue/offer and allot up to 14 Crores Warrants to be convertible at the option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equal number of fully paid up Equity Shares of the Company of face value of Re. 1 each for cash at an exercise price of Re. 1 or any higher price as may be decided by the Board of Directors and to issue fresh Equity Shares on the conversion of the Warrants on such further terms and conditions as may be finalized by the Board of Directors to following persons:

Name of the Allottees	Category	No. of Warrants to be allotted
Prahlad Estates and Properties Private Limited	Non Promoter	1,00,00,000
SLG Softech Private Limited	Non Promoter	4,00,00,000

Dalip Kumar	Promoter	9,00,00,000

RESOLVED FURTHER THAT the equity shares issued on conversion of the warrants shall rank *pari passu* with the existing equity shares of the Company in all respects including payment of dividend.

RESOLVED FURTHER THAT an amount equivalent to 25% of the Conversion Price or such higher percentage, as Board may decide shall be payable at the time of making application for the warrants, which shall be adjusted and appropriated against the Conversion Price payable by the warrant holders at the time of exercising the option to convert the warrants into equity shares, and that in the event the option for such conversion is not exercised within the prescribed time, the warrants shall lapse, and the amount so paid on the allotment of the Warrants shall stand forfeited.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the above mentioned Convertible Warrants upon conversion on the stock exchanges where the Company's shares are listed, as per the terms and conditions of the listing and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the 'Relevant date' as per the SEBI (ICDR) Guidelines, 2009 as applicable from time to time for the determination of applicable price for issue of Convertible Warrants is August 22, 2014.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of Warrants in accordance with the terms of the offer and subject to the provisions of the Company's Memorandum and Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and resolve any doubts or questions that may arise in the issue and allotment of said Warrants and equity shares, arising there from, including utilization of the proceeds, without being required to seek any further consent or approval of members or otherwise to the end and intent that members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. 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 of Rs. 36,00,000/- (Rupees Thirty Six Lakhs) annually to Mr. Govinda Sahu, executive Director of the Company, by way of salary, perquisites and allowances as may be mutually agreed between the Board of Directors and Mr. Govinda Sahu, executive Director."

7. To consider and, if thought fit, to pass with or withoutmodification(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shayam Sunder Sharma (holding DIN:00272803), Independent Director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing that his term as an Independent Director be for a period of five years from September 24, 2014 up to September 23, 2019 be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from 24th September, 2014 up to September 23, 2019.

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

"**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shiv Nandan Sharma (holding DIN:00336736), Independent Director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing that his term as an Independent Director be for a period of five years from September 24, 2014 up to September 23, 2019, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from September 24, 2014 up to September 23, 2019.

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

"**RESOLVED THAT** pursuant to provision of Section 152 and rules made thereunder, and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rohit Pratap Singh (**DIN No.** 03564084), in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the

office of Director, be and is hereby appointed as an executive Director of the Company, liable to retire by rotation with effect from 24th September, 2014."

10. 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 of Rs. 17,00,000/- (Rupees Seventeen Lakhs) annually to Mr. Rohit Pratap Singh (DIN No. 03564084), by way of salary, perquisites and allowances as may be mutually agreed between the Board of Directors and Mr. Rohit Pratap Singh."

11. 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 provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Ms. Shweta Shatsri (**DIN No.** 06480421), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 24th September, 2014 to 23rd September, 2019."

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

Gagan Kaushik
Company Secretary

Place: Noida
Date: August 25, 2014

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 11 of the Notice is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 7 to 8 and 10 to 11 of the Notice, are also annexed.
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. The Register of Members and Shares Transfer Books of the Company will remain closed from September 15, 2014 to September 19, 2014 (both days inclusive) for the purpose of Annual General Meeting.
4. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a 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 e-mail IDs 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 and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & Rule 21 of Companies (Managementand Administration) Rules, 2014, the Company is pleased to provide its members the electronic facility to exercise their right to vote at the Annual General Meeting (AGM). The business at the AGM may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it's discretion, subject to compliance with the instructions prescribed below :
   The 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:
   (i) Log on to the e-voting website www.evotingindia.com
   (ii) Click on "Shareholders" tab.
   (iii) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
   (iv) Next enter the Image Verification as displayed and Click on Login.
   (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

   (vi) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and 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) - Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no. in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field. - Demat Shareholders who have not updated their PAN with their Depository Participants are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA000012345.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, the number of shares held by you as on the cut-off date in the Dividend Bank details field.

(vii) After entering all details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant business of FCS Software Solutions Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES /NO" for voting. Select the option 'YES' or 'NO', as desired. The option

'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the Resolution, if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then "Enter the User ID" and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to (xvi) above to cast vote.

General

(A) The voting period begins on 19th September, 2014 (9:00 am) and ends on 20th September, 2014 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date of 22nd August, 2014 may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter.

(B) Ms. Manju Pathak, Practising Company Secretary (Membership No. ACS 8191), Delhi, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(C) 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 August 22, 2014.

(D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Gagan Kaushik
Company Secretary

Place: Noida
Date: August 25, 2014

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS PER CLAUSE 49 OF LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Name Of Directors	Mr. Shayam Sunder Sharma	Mr. Shiv Nandan Sharma	Mr. Govinda Sahu	Ms. Shweta Shatsri	Mr. Rohit Pratap Singh
Date of Birth	27th Nov., 1958	4th October, 1955	May 3, 1973	February 02, 1980	21st May, 1972
Nationality	INDIAN	INDIAN	INDIAN	INDIAN	INDIAN
Date of Appointment on the Board	08/12/2000	08/05/2006	26/09/2011	N.A	N.A
Qualification	BE from Roorkee Engg. College, Roorkee	B Sc (Hons) Botany from University of Delhi FCA, a fellow member of the Institute of Chartered Accountants of India. Has done capsule courses on "Climate Change and Disaster Management "& "Comprehensive Natural Disaster Risk Management Framework" course conducted by National Institute of Disaster Management, New Delhi conducted in collaboration with the World Bank Institute (WBI), Washington	Bachelor in Engineering	Bachelor in Art	MBA from L. N. Mishra Institute of Economic, Development and Social Changes, Patna.
List of Directorship in the Other Companies	1. Enstaserv eServices Limited 2. DCM Data Products Private Limited 3. Insync Business Solutions Limited	1. Aeroflex Industries Limited 2. BBF Industries Limited 3. Michele Janezic Agency Private Limited	1. Heimdahl Software Systems Private Limited 2. Shreya Infrahome Private Limited 3. Insync Business Solutions Limited 4. Isquare Infoway Private Limited 5. Myzeal IT Solutions Private Limited	1. Relieve Consultancy Services Private Limited	1. LABURNUM FINANCE LIMITED
Achievements	Shayam Sunder Sharma has 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. He did his Engineering degree from Roorkee Engineering College, Roorkee.	Over 3 decades work in the key areas of finance, legal, strategic planning, project planning and execution. His multi faced professional acumen has been recognized at a global level, through his nomination in the 30th edition of "Marquis Who's who in Finance and Industry" a USA based publication. During his illustrious career he has held key positions with large corporate houses like the Oswal Group, Bhilwara Group, Polar Group, Jumbo Global Ltd. and DCM Group. His specialization is in turnaround and restructuring, with his last assignment being associated with the Madhya Pradesh Government as a nominee of MP Govt, Indian FI's & Banks. He is an Independent director including as a Nominee	Mr. Govinda Sahu is a brilliant technology professional who has hands on experience in building teams from scratch to deliver world class solutions in areas like remote infrastructure management, data centers, and complex software projects. He has over 15 years of experience having worked in companies like Tech span and in FCS. As a senior management professional with FCS for over 10 years he has brought in forward thinking changes to grow the business and manage talent.	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 two 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	He has 15 years of experience in ITES/Research/Investment Banking Industry. He has led research team in reputed research firms and also worked as Practice Head-Investment Banking in a Boutique Investment Bank. He has completed his MBA from L. N. Mishra Institute of Economic, Development and Social Changes, Patna and Executive

		of Private Equity Funds. Mr. Sharma is a life member of ICADR, the International Center for Alternative Dispute Resolution, New Delhi (set up under the aegis of Ministry of Law & Justice, Department of Legal AffairsGovernment of India, New Delhi) and is a special Invitee to ICADR's Governing Council. He is also advisor to the BRICS Chamber of Commerce &Industry, India and is promoting the cause of BRICS Chamber and the BRICS countries. He is also promoting education and works in other areas of Philanthropy.		life's most difficult challenges: poverty, discrimination, abuse, addiction, physical illness, divorce, loss, unemployment, educational problems, disability, and mental illness.	Program in Applied Finance from IIM, Kolkata.

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 11 of the accompanying Notice:

Item No. 4

The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

With the coming into force of the Act several regulations of the existing AOA of the Company requires alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The modified AOA to be substituted in place of the existing AOA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 5

For the purpose of funding its expansion plans, the Company proposes to issue 14 Crores convertible Warrants at a price of Re. 1/- each per warrant to M/s Prahlad Estates and Properties Private Limited, SLG Softech Private Limited, non promoters, and Mr. Dalip Kumar belonging to promoter category on preferential basis.

The aggregate amount of the issue of share warrants will be upto Rs. 14 crores.

Each warrant shall give a right to the holder to apply for an equivalent number of fully paid-up equity shares of Re. 1/- each of the Company at a price of Re.1/- per share at any time during 18 months from the date of Issue.

As per chapter VII of the SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 the required details are furnished as under:

a) Object of the issue:

With a view to augment the long term resources of the Company for meeting the fund requirements of growth and diversification plans and for general corporate purposes, it is proposed to issue, up to warrants, on preferential basis in accordance with the 'Guidelines for Preferential Issues' contained in Chapter VII of the Securities and Exchange Board of India

(issue of capital and disclosure requirements) regulations, 2009 (hereinafter referred to as "SEBI (ICDR) Guidelines"), entitling the warrant holders to apply for equivalent number of fully paid equity shares of the Company.

b) Pricing:

The pricing of equity warrants is done in accordance with the guidelines stipulated under SEBI (ICDR) Guidelines, 2009 as applicable from time to time in respect of the pricing of the issues.

c) Payment & Conversion Terms:

25% or such higher percentage, as decided by the board for the value of the warrants is to be paid together with application. The balance is payable at the time of conversion. In case the option is not exercised within a period of 18 months from the date of allotment, the application money will be forfeited by the Company. The warrants are converted at the option of the allottees on payment of the balance amount of the issue price at any time during the period of 18 months. The amount received from the allottees can be adjusted towards outstanding dues if any, payable by the Company on such terms and conditions and in such manner as the Board may think fit.

d) Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:

Proposed allottee Mr. Dalip Kumar belongs to the promoter group and intend to subscribe for 9,00,00,000 fully convertible warrants to be converted into equal number of equity shares of Re. 1/- each at price of Re. 1 per share within period of 18 months from the date of allotment. The Company has received written consent towards their intention to subscribe.

e) Relevant Date:

"Relevant Date" for this purpose is, as per the regulation 71 of SEBI (ICDR) guidelines 2009, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. That means for this relevant date is August 22, 2014.

Shareholding pattern before and after the issue:

The Shareholding pattern before and one likely to emerge after the proposed allotment of Equity Warrants upon conversion would be as under:

	Name	**Pre issue**		**Post issue**	
		No. of shares	**% of holding**	**No. of shares**	**% of holding**
	Shareholding of Promoter and Promoter Group				

1	Indian				
	Promoter	335962450	20.24	425962450	23.67
2	Foreign	0	0	0	
(A)	Total Shareholding of Promoter and Promoter Group (A)	335962450	20.24	425962450	23.67
	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions / Banks	6500	0.0003	6500	0.0003
(c)	Central Government/ State Government(s)	568300	0.034	568300	0.031
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0
	Sub-Total (B)(1)	574800	0.034	574800	0.031
B 2	Non-institutions				
(a)	Bodies Corporate	498339880	30.02	548339880	30.47
(b)	Individuals	795947291	47.96	795947291	44.23
(c)	Any Other	28728979	1.73	28728979	1.59
	Sub-Total (B)(2)	1323016150	79.72	1373016150	76.29
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	1323590950	79.75	1373590950	76.32
	TOTAL (A)+(B)	1659553400	100	1799553400	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and promoter group	0	0	0	0
2	Public	0	0	0	0
	TOTAL (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	**1659553400**	**100**	**1799553400**	**100**

*Last available shareholding pattern has been used for calculating the percentage and making above mentioned shareholding pattern and warrant issued but not converted is considered for pre and post issue shareholding.

The percentage etc. has been worked out after assuming that all warrants are converted into shares.

g) Proposed time within which the allotment shall be complete:

The Board proposes to allot the Shares/ Warrants within a period of 15 days from the date of this Annual General Meeting. (In case of warrants only- As per the said SEBI (ICDR) guidelines 2009 the warrant holders have the option to subscribe for one equity share of Re. 1 each per warrant upon the fulfillment of certain identified financial parameters at any time within 18 months from the date of allotment of the warrants. The warrants may be converted into equity shares of the Company in one or more tranches.

h) The identity of the proposed allottee and the percentage of the preferential issue that may be held by the allottee:

Name of the Allottee	**Category**	**Pre issue holding**	**% to Equity total**	**Post-issue holding**	**% to total Equity**
Prahlad Estates and Properties Private Limited	Non-promoter	25,00,00,000	15.06	26,00,00,000	14.45
Dalip Kumar	Promoter	18,57,90,060	11.20	27,57,90,060	15.33
SLG Softech Private Limited	Non-promoter	18,00,00,000	10.85	22,00,00,000	12.23

i) Auditor's Certificate:

A certificate as required under SEBI Guidelines certifying that the proposed issue is being made in accordance therewith. The Board proposes to allot the Warrants within a period of 15 days from the date of this Annual General Meeting. As per the said SEBI Guidelines, the warrant holders have the option to subscribe for one equity share ofRe. 1/- each per warrant upon the fulfillment of certain identified financial parameters at any time within 18 months from the date of allotment of the warrants. The warrants may be converted into equity shares of the Company in one or more tranches

j) Lock-In:

The shares/ share warrants to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI (ICDR) guidelines 2009 in this behalf.

k) Change in Management:

The issue of Equity Shares will not result in any change in the management or control of the Company.

The consent of the members is being sought under Section 62 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

None of the Directors of the Company are concerned or interested in the said resolution. The Board of Directors recommends the resolution for the approval of members.

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 Persons and their relatives are concerned or interested in this resolution, except Mr. Govinda Sahu, executive Director of the Company.

Item Nos. 7&8:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Shayam Sunder Sharma and Mr. Shiv Nandan Sharma, as an Independent Directors in compliance with the requirements of the clause.

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

The Board of Directors has recommended the appointment of these directors as Independent Directors from September 24, 2014 up to September23, 2019.

Mr. Shayam Sunder Sharma and Mr. Shiv Nandan Sharma, non-executive Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

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

Item No. 9:

Pursuant to Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification ofDirectors) Rules, 2014, it is proposed to appoint Mr. Rohit Pratap Singh as an executive Director of the Company. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Director.

Item No. 10

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 Persons and their relatives are concerned or interested in this resolution.

Item No. 11:

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013read with Companies (Appointment and Qualification ofDirectors) Rules, 2014 and Schedule IV, it is proposed to appoint Ms. Shweta Shatsri as an Independent Director of the Company. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Director.

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

Gagan Kaushik
Company Secretary

Place: Noida
Date: August 25, 2014