

FCS/STX/162/ 2019

October 15, 2019

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

Subject: - Reply to Clarification Sought

Dear Sir,

This is with reference to the clarification sought regarding resignation and confirmation required from Mr. Shiv Nandan Sharma, Independent Director. We wish to inform that we have sent email to Mr. Shiv Nandan Sharma, Independent Director (copy of email attached) and also following up with him for providing his declaration that he has no material reasons other than those stated in the resignation letter but we are not getting any response from his side.

Please take the same in your record.

Thanking You,
Yours faithfully,

For FCS Software Solutions Limited

FCS Software Solutions Ltd.

Harsha Sharma
(Company Secretary)

Membership No.-A33548

Encl.: As above

enterprise interfaces

collaborative platforms

business processes



Harsha Sharma

From: sns <sharmasn@gmail.com>
Sent: Sunday, July 28, 2019 4:36 PM
To: FCS DALIP KUMAR
Cc: Harsha Sharma
Subject: Re: God bless you
Attachments: Resignation .docx

PLEASE NOTE CORRECTION IN DATE OF RESIGNATION IN THE EMAIL & THE ATTACHMENT AS WELL.

The Chairman,
Board of Directors,
FCS Software Solutions Ltd.,
New Delhi / NOIDA

27th July, 2019

Dear Mr. Dalip Kumar,

Resignation from Board

I am constrained to resign from the Board before the end of my term. I hereby tender my resignation from the Board of Directors of the Company.

The way the last few meetings of the Committees and Board have been carried out and conducted with my independence being curtailed and queries about decision in the investments in subsidiaries and lot many other issues like refusal to provide documents, clarifications, agenda, copies of minutes of past meetings, video of meetings attended by me.

I have been writing and requesting the Company Secretary, Chairman of the meetings, you as well all the Board members to for proper advance circulation of background papers, proper conduct and appropriate recording of proceedings of the meetings. While this has not effectively improved, besides my various mails, queries and clarifications remain unreplied.

I wanted to quit long ago, however, it was on your insistence and personal assurance of improvement in the governance and working that I agreed to continue on company's Board. Exactly two years ago when I wanted to leave the Board due to discomfort on various issues and the working methodology, I still recollect you writing to me "You are the eldest person on our board in age and wisdom. We need your continued guidance". Ever since I have been in my humble as well as straight forward way pointed out need and importance of improving governance and compliances in letter and spirit. My past wish to resign due to weak governance etc, and then agreeing with you for not quitting has not been appreciated by some people and resulted in undue squabble and even unwarranted threats of mafia by my peer director and bickering etc. It was only regard, respect and my faith in your technical abilities that I carried on.

I like you as a good person, noble friend and above all on your technical capabilities. I have seen many IT specialists drifting to non IT functions and getting obsolete in less than decade due to swift advancement and evolution in this extremely specialised, evolving and challenging industry. You are one of the rare technical personality who has while having worked on old technology, platforms and

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I have been requesting for care, diligence, compliance orientation and improvement in standards of governance , the latest example is the Bank Signatory resolution . This lacked care, checks, compliance and standards of governance. First the resolution was circulated without an explanatory statement and it was apparent that an incomplete resolution without covering all the bank accounts of the company was circulated. After my subtle way of pointing out the deficiency, a fresh resolution was circulated without withdrawing the earlier resolution and a new resolution was mailed. It is not first such instance. The concerned officials are not ready to be careful, apply basic checks and compliances. Whenever any discrepancy or careless error is pointed out undue responses or absurd allegations are made. There is no respect for experience, age or status. You have been unfortunately too busy in meeting the challenges offered by emerging technologies, markets and competition in USA along with in your selfless efforts to stabilize and operationalize the philanthropic mission of providing good medical facilities and education in Raipur. It is unfortunate that your efforts, time and energy to give basic education to rural poor in Punjab has not yielded your dreams and desire. I wish you good success and luck in medical and sports initiative. While I am ready to acknowledge your leadership, morality, values and mindset but unfortunately due to lack of attention for the company and non availability for good flag bearers I find same not having percolated and departures of good past whole time directors has been one such reason it seems.

Harsha Sharma

From: Harsha Sharma <hsharma3@fcsltd.com>
Sent: Friday, September 13, 2019 3:09 PM
To: sns (sharmasn@gmail.com)
Cc: 'asharma@fcsltd.com' (asharma@fcsltd.com)
Subject: CONFIRMATION FROM RESIGNING INDEPENDENT DIRECTOR_ Mr S N SHARMA

Dear Sir,

This is with reference to the confirmation required to be given to stock exchanges for resignation of Independent directors, please provide your confirmation that there was no material reason for your resignation other than those stated in the resignation letter.

Thanks & Regards
Harsha Sharma
Company Secretary
FCS Software Solutions Limited