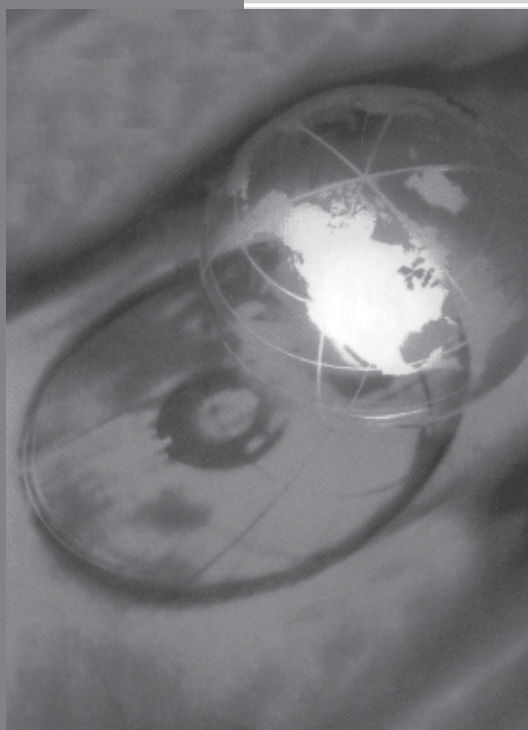


*The efficiency catalyst*



**25th ANNUAL  
REPORT  
2017-2018**



<b>BOARD OF DIRECTORS</b>	<b>CONTENTS</b>	<b>PAGE</b>
<b>Dalip Kumar</b> (Chairman & Managing Director)	<i>Chairman's Communique</i>	3
<b>Shayam Sunder Sharma</b> (Non Executive Independent Director)	<i>Notice</i>	4
<b>Shiv Nandan Sharma</b> (Non Executive Independent Director)	<i>Years at a glance</i>	9
<b>Shweta Shatsri</b> (Non-Executive Independent Director)	<i>CMD and CFO certification</i>	10
<b>Sunil Sharma</b> (Executive Director)	<i>Director's Report</i>	11
<b>Mahendra Pratap Singh</b> (Additional Director)	<i>Report on Corporate Governance</i>	32
	<i>Management discussion and analysis</i>	42
	<i>Auditors' report (Consolidated)</i>	45
	<i>Consolidated Financial Statements</i>	49
	<i>Auditor's report (Standalone)</i>	70
	<i>Standalone Financial Statements</i>	75
<b>CHIEF FINANCIAL OFFICER</b> Anil Kumar Sharma	<b>Development Centers</b>	
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b> Harsha Sharma	I. FCS House, Plot No. 83, NSEZ, Noida Dadri Road, Phase-II, Noida, Gautam Budha Nagar-201305 (U.P)	
<b>Auditors</b> M/S. Aadit Sanyam & Associates Chartered Accountants New Delhi - 110005	II. Plot-J-7, Rajiv Gandhi Technology Park, Chandigarh – 160101	
<b>Registered Office</b> 205, 2nd Floor, Agrawal Chamber IV, 27, Veer Sawarker Block, Vikas Marg, Shakarpur, Delhi – 110 092	III. FCS House, A-86, Sector – 57, Noida – 201301[U.P.]	
<b>Corporate office</b> Plot No. 83, NSEZ, Noida Dadri Road, Phase –II, Noida -201 305 [U.P.]	IV. Plot No. 1A, Sector-73, Noida-201301	
<b>Website</b> www.fcsltd.com	V. Plot No. 54, EHTP, Sector-34, Gurugram-122004	
<b>CIN No:</b> L72100DL1993PLC179154	VI. Plot No.-11, HSIIDC Park, Sector-22, Panchkula, Haryana-134109	
<b>Bankers</b> Canara Bank HDFC Bank ICICI Bank Wells Fargo Bank	VII. I.T. Park, Plot No.24, Sahastradhara, Road, Dehradun-248001	
	<b>Subsidiaries</b>	
	<b>(a) Foreign Subsidiaries:-</b>	
	I. M/s. FCS Software Solutions GmbH Goethestra Be740237, Dusseldorf, Germany	
	II. M/s. F.C.S. Software Solutions Middle East FZE, P.O. Box 16111, Ras Ai Khaimah, U.A.E.	
	III. M/s. FCS Software (Shanghai) Co. Limitd Room B43, Floor 3 Building 6, No. 4299 Jindu Road, Minhang District, Shanghai, China	
	IV. M/s. FCS Software Solutions America Limited, 2375 Zanker Road, Suit 250 San Jose, CA 95131,U.S.A.	
	<b>(b) Indian Subsidiaries:-</b>	
	V. M/s.Insync Business Solutions Limited	
	VI. M/s.Innova E Services Private Limited	
	VII. M/s.Stablesecure Infraservices Private Limited	
	VIII. M/s.cGain Analytics Private Limited	
	IX. M/s.Zero Time Constructions Private Limited	

## FROM THE CHAIRMAN

**My Dear fellow Stakeholders,**

I welcome all of you to the 25<sup>th</sup> Annual General Meeting of your Company. It is my privilege to write you on this occasion as we celebrate 25 years of our journey of being the efficiency catalyst in the field of providing IT & IT Enabled services. As we all know that past few years has been difficult as the market witnesses many changes, the impact of which could also be seen on the IT sector. What has helped your company survive its journey has been strong value system, its ability to always put the customer at the center of its strategy and a never ending desire to collaborate and grow. What also stands out are the employees who have made this possible with strong customer focus, agile mindset and a strong performance ethics.

Our Company's performance in the last fiscal illustrates the opportunities and challenges facing our industry. The phenomenal impact that digital technology is having on businesses around the world is creating viable and new technology to partner with our clients. With all these positive factors, we will continue to do our best to grow our revenues and gross margins. The technology space continually shifts and with this shift, new opportunities always show up.

We assure everyone that we will continue to stay abreast of all new developments and as and when circumstances are favorable, we will be able to capitalize the same. I believe that longevity is not an end in itself but an opportunity for your company to make a sustainable impact on society by aligning the interest of the organization with those of all our stakeholders.

The whole industry is undergoing rapid changes and it has become essential to continuously refine and sharpen our capabilities. While responding to these changes is imperative response capability alone will not be sufficient. Anticipation of the future position of the industry and taking steps to rightly position the company in the future is extremely important. In today's world, one needs to be strong in social media. We are going to build a strong social media presence to address our all stakeholders – employees, customers, shareholders, and professionals. We are evaluating mobile applications, digital workforce, and many other new initiatives and will leverage our existing strengths whenever we find a feasible opportunity.

Before I conclude, on behalf of the board of directors of your Company, I wish to convey earnest thanks to our valued shareholders for their continuous support and trust in us.

I would like to cordially invite to all the shareholders of the Company to attend the 25<sup>th</sup> Annual General Meeting (AGM) of the Company on Tuesday, 25<sup>th</sup> day of September, 2018 at 9:00 A.M. at The Executive Club, 439, Village, Sahoopur, Fatehpur Beri, and New Delhi-110074.

Thank you all

**Sd/-**  
**Dalip Kumar**  
(Chairman & Managing Director)

**Date:** August 24, 2018

## NOTICE

NOTICE is hereby given that the 25<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. FCS SOFTWARE SOLUTIONS LIMITED will be held at The Executive Club, 439, Village Sahoopur, Fatehpur Beri, New Delhi- 110074 on Tuesday, 25<sup>th</sup> September, 2018 at 9:00 A.M. to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended as on 31st March, 2018 together with the reports of the Directors and Auditors thereon.
2. To consider re-appointment of Mr. Sunil Sharma (DIN-05359128), Executive Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment as an Executive Director of the Company.

### SPECIAL BUSINESS:

3. 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 the provisions of Section 197 of Companies Act, 2013 and other applicable and related provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for payment of maximum remuneration upto Rs. 12,00,000/- (Rupees Twelve Lakhs) annually to Mr. Sunil Sharma (DIN No. 05359128), by way of salary, perquisites and allowances as may be mutually agreed between the Board of Directors and Mr. Sunil Sharma.”

4. **Regularisation of Mr. Mahendra Pratap Singh, as an Additional Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, Mr. Mahendra Pratap Singh, holding (DIN 08201381), who was appointed as an Additional Director in the board meeting that was held on August 14, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a recommendation has been received from nomination and remuneration committee under Section 160 of the Companies Act, 2013, proposing his candidature, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Dalip Kumar, Chairman & Managing Director or Mr. Sunil Sharma, Director or Ms. Harsha Sharma, Company Secretary of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.

**RESOLVED FURTHER THAT** Ms. Harsha Sharma, the Company Secretary of the Company, be and is hereby authorised to issue/ provide certified true copies of this resolution, as may be required.”

5. **Alteration of Objects Clause in the Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is

hereby altered by inserting the following sub-clause under Part- A of Clause III, after the existing sub-clause 2 and the remaining sub-clauses be re-numbered accordingly:

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.
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.

**“RESOLVED FURTHER THAT** Clause III (Objects Clause) of the Memorandum of Association of the company, be and is hereby altered by substituting the existing following sub-clauses under Part-B of Clause III, in the following manner:

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

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 firm 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. 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 sub-agencies 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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Dalip Kumar, Chairman & Managing Director or Mr. Sunil Sharma, Director or Ms. Harsha Sharma, Company Secretary or Mr. Anil Kumar Sharma, Chief Financial Officer of the Company be and are hereby authorised to file, sign, verify and execute all such e-forms, papers or documents, as may be required



and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution, as may be required by the ROC and/or any statutory/regulatory authority.”

**6. Alteration in the Memorandum of Association as per Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Alteration of existing Memorandum of Association of the Company (“Memorandum”) in the manner herein below provided.

- A. The Word (The Companies Act, 1956), in the heading of the Memorandum be substituted with the word (The Companies Act, 2013).
- B. To replace the Word “The Companies Act, 1956” wherever appear in Memorandum with the word “The Companies Act, 2013” and further, the relevant sections of Companies Act, 1956 shall be replaced accordingly with the corresponding sections of Companies Act, 2013.
- C. The word ‘Main’ be deleted in the heading of Clause III A of the Memorandum of the Company.
- D. The title to Part (B) of Clause III of the Memorandum of Association of the Company i.e. “The objects incidental or ancillary to the attainment of the main objects are:- be and is hereby altered by replacing the existing title with the following new title and clauses starting from Clause 1 to Clause 43 be inserted after Clause III(B) and renumbered as:  
“III(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:”
- E. The Clause IV of the Memorandum of the Company, be substituted as under:  
**IV.** “The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Dalip Kumar, Chairman & Managing Director or Mr. Sunil Sharma, Director or Ms. Harsha Sharma, Company Secretary of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.

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

Sd/-

**Harsha Sharma**  
(Company Secretary)

**Place:** Noida  
**Date:** 24/08/2018

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item No. 3, 4, 5, & 6 are annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
3. Pursuant to Section 105 of Companies Act, 2013 and rules made there under, a person shall not act as a proxy for more than 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
7. The Register of Members and Shares Transfer Books of the Company will remain closed from September 19, 2018 to September 20, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.

## Voting through electronic means

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

**The instructions for shareholders voting electronically are as under:**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 22nd September, 2018 at 9:00 A.M. and ends on 24th, September, 2018 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).