



Fourth Dimension Solutions®
Innovation, Efficiency, Execution

FDSL/NSE/2017-18/49

Date: 01st December, 2017

To,
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East),
Mumbai - 400 051
Email : emerge@nse.co.in

Symbol : - FOURTHDIM

Subject: Issuance of convertible equity warrants, on preferential basis and Increase in the Authorised Capital

Dear Sir/Ma'am

We hereby enclose in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Copy of the Postal Ballot Notice together with Explanatory Statement, seeking approval of members of the Company for Issuance of Convertible Equity Warrants, on preferential basis and Increase in the Authorised Capital, through Postal Ballot and e-voting. The Specimen of Postal Ballot Form is also enclosed.

You are requested to please take the same on your records.

Yours faithfully

For **Fourth Dimension Solutions Limited**


Amalendu Mukherjee
Managing Director
DIN: 03544485

Fourth Dimension Solutions Limited

Regd. Office : DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi-110015 **Tel :** 011 - 47091502
Corp. Office : 63/12A, Rama Road Industrial Area, New Delhi-110015 **Ph. :** 011-43801367 **Fax :** 011-25103544
CIN : L72900DL2011PLC221111 **Website :** www.fdsindia.co.in
E-mail: contactus@fdsindia.co.in, support@fdsindia.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards - 2 (SS-2), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations for seeking your consent for the proposed resolutions as Special Resolutions through Postal Ballot/remote e-Voting as set out below.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed Special Resolutions is appended herein below along with the Ballot Form ("Form") for your consideration. Each of the Special Resolution mentioned herein shall be declared as passed if, the number of votes cast in favour of such resolution is not less than three times the number of votes cast against the said resolution. Such votes may be casted by physical postal ballot or e-Voting.

The Board of Director has, in compliance with Rule 22(5) of the aforesaid Rules, appointed Mr. Atiuttam Prasad Singh, Proprietor of M/s. Atiuttam Singh & Associates, Company Secretaries, as the Scrutinizer, for conducting the postal ballot / e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and signatures at the designated place in the Postal Ballot Form and return the same in original duly completed in enclosed self-addressed, Business Reply Envelope (if posted in India) so as to reach the Scrutinizer not later than 5.00 P.M. on Sunday, December 31, 2017. Please note that any Postal Ballot Form (s), received after the said date will not be considered.

Upon Completion of the Scrutiny of the Postal Ballot, the Scrutinizer will submit his report to the Managing Director of the Company. The result of the Postal Ballot would be announced by the Managing Director of the Company or by any person as may be authorised by them on Monday, January 01, 2018 at Registered Office and the same will be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office besides being communicated to the Stock Exchanges, where shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.fdsindia.co.in. The appended Resolutions shall be deemed to have been passed, if approved by requisite majority, on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting.

SPECIAL BUSINESS

1. Issuance of upto 12500000 convertible equity warrants to M/s. Aspire Emerging Fund, M/s. Aegis Investment Fund, M/s. Future Net Software Pvt. Ltd., Mr. Manish Vyas, Non-Promoter/QIB of the Company, on preferential basis.

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Fourth Dimension Solutions Limited

Regd. Office : DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi-110015 **Telefax :** 011-47091502
Corp. Office : 63/12A, Rama Road Industrial Area, New Delhi-15. **Ph.:** 011- 43801367 **Fax :** 011-25103544,
CIN : L72900DL2011PLC221111 **Website :** www.fdsindia.co.in
E-mail: contactus@fdsindia.co.in, support@fdsindia.co.in

The Members are requested to consider and, if thought fit, to give assent / dissent to the following resolution as Special a Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42 read with Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI (ICDR) Regulations”), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and subject to such approvals, consents, permissions and sanctions as may be necessary or required from the regulatory or other appropriate authorities, including but not limited to SEBI and all such other approvals, the consent of the Company be and is hereby accorded to the Board of Directors (“the Board”) (“the term Board includes the Executive Committee”) , to create, issue, offer and allot, upto 1,25,00,000 (One Hundred Twenty Five Lakh) Convertible Warrants (“Warrants”) on preferential basis to M/s. Aspire Emerging Fund, M/s. Aegis Investment Fund, M/s. Future Net Software Pvt. Ltd., Mr. Manish Vyas, Non-Promoter/QIB of the Company, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents/writings, and each warrant convertible into or exchangeable for one equity share of face value of Rs. 10/- each (the “Equity Shares”) at a price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI (ICDR) Regulations or other applicable laws;

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, as amended from time to time the “Relevant Date” for the purpose of calculating the price for the issue of Warrants/Equity Shares will be November 24, 2017 i.e. 30 days prior to the deemed date of passing resolution;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i. The Equity Shares to be allotted on exercise of the Warrants, shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- ii. Warrant subscription price equivalent to 25% of the issue price of the Warrants will be payable at the time of subscription to the Warrants, as prescribed by the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Warrants/Equity Shares. Warrant exercise price equivalent to the 75% of the issue price of the Warrant shall be payable by the Warrant holder(s) at the time of conversion of the Warrant.
- iii. The issue of the Warrants as well as Equity Shares arising from the conversion of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

iv. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

v. The Equity Shares to be issued and allotted by the Company on exercise of the conversion of Warrants in the manner aforesaid shall be in dematerialized form and subject to the Memorandum of Association and Articles of Association of the Company shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

vi. The Warrants/Equity Shares allotted pursuant to conversion of such warrants shall be subject to a lock-in for a period of 1 year from the date of receiving trading approval as specified under the SEBI ICDR Regulations relating to preferential issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/Equity Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

2. Increase in Authorised Share Capital

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 Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores) divided into 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores) divided into 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the board
Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Date: 30-11-2017
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

ITEM NO. 1:

Issuance of upto 12500000 convertible equity warrants to M/s. Aspire Emerging Fund, M/s. Aegis Investment Fund, M/s. Future Net Software Pvt. Ltd., Mr. Manish Vyas, Non-Promoter/QIB of the Company, on preferential basis.

With a view to augment short term and long term resources for business, the Board of Directors of the Company, at its meeting held on Thursday, November 30, 2017, approved the issuance of 1,25,00,000 (One Hundred Twenty Five Lakh) warrants, convertible into equivalent number of Equity Shares of Rs. 10/- each to M/s. Aspire Emerging Fund, M/s. Aegis Investment Fund, M/s. Future Net Software Pvt. Ltd., Mr. Manish Vyas, Non-Promoter/QIB of the Company on preferential basis, at a price which shall not be less than the price as may be arrived at in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 "SEBI (ICDR) Regulations", as amended from time to time, subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

a. Pursuant to Regulation 74(4) of the SEBI (ICDR) Regulations, the allotment shall be made only in dematerialised form;

b. In accordance with the provisions of Regulation 71 and 76(1) of Chapter VII of the SEBI (ICDR) Regulations, the Relevant Date for the issue would be November 24, 2017 i.e 30 days prior to the deemed date of passing resolution.

c. In accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 25% (Twenty-Five Per Cent) of the consideration payable for the warrants, shall be paid by the Warrant holder on or before the allotment of Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the consideration shall be paid at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant;

d. The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the separate account of the Company from the Bank Account of the Warrant holder;

e. In case the option to subscribe to equity shares against such Warrants is not exercised by the Warrant holder within 18 months, the consideration paid by such Allottee in respect of such Warrants shall be forfeited by the Company;

f. The Warrants and the Equity Shares allotted pursuant to conversion of such warrants shall be subject to a lock-in for a period of 1 year from the date of receiving trading approval as specified under the SEBI (ICDR) Regulations relating to preferential issue. The entire pre-preferential allotment shareholding of the Warrant Holder, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s); and

g. The equity shares allotted on exercise of Warrants shall rank pari passu in all respects (including with respect to voting rights and dividend), with the then existing fully paid up equity shares of the Company. The proposed issue and allotment of the Warrants and the exercise

thereof will be governed by the applicable provisions of the Companies Act, 2013, Rules made thereunder, the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the SEBI (ICDR) Regulations or any other laws applicable in this respect.

Details of the Issue

1. The allotment of the Warrants is subject to the Warrant holder not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Warrant holder has represented that it has not sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.

2. The relevant disclosures as required under Regulation 73 of the SEBI (ICDR) Regulations are set out below:

a. Objects of the Preferential Issue

The proceeds of the preferential issue of Warrants will be used by the Company as long term and short term resources for its business purposes, general corporate purposes and for any other purpose as approved by the Board.

b. Total no. of convertible warrants to be issued 1,25,00,000 (One Hundred Twenty Five Lakhs) convertible into equal number of equity shares of Rs. 10/- each.

c. Class of Person to whom the allotment is proposed: The allotment proposed to be made to
(i) M/s. Aspire Emerging Fund (80,00,000) (Eighty Lakhs) convertible equity warrants, Non-Promoter/QIB of the Company.
(ii) M/s. Aegis Investment Fund (20,00,000) (Twenty Lakhs) convertible equity warrants, Non-Promoter/QIB of the Company.
(iii) M/s. Future Net Software Pvt. Ltd. (19,00,000) (Nineteen Lakhs) convertible equity warrants, Non-Promoter/QIB of the Company.
(iv) Mr. Manish Vyas (6,00,000) (Six Lakhs) convertible equity warrants, Non-Promoter/QIB of the Company.

d. The price at which the allotment is proposed: The allotment price shall be in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.

e. Change in control, if any: Subsequent to this preferential allotment of equity shares, there is no change in control of the Company.

f. Number of persons to whom allotment on preferential basis have already been made during the year: During the financial year, the Company has not issued any securities on preferential basis.

g. Proposal of the Directors / Promoters / Key Managerial Personnel of the Company to subscribe to the preferential issue:

No shares are being offered to any Other Directors, Key Managerial Personnel or relatives of the Directors or Key Managerial Personnel of the Company.

h. Relevant Date

The Relevant date for the purpose of this issue shall be November 24, 2017 i.e. 30 days prior to the date of deemed date of passing resolution.

i. Basis or Justification of Price:

The issue price will be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations.

Since the Company is listed NSE-Emerge, the trading volume of Equity Shares of the Company on the Stock Exchange will be considered to determine the higher trading volume for Computation of issue price. The issue of Equity Shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

- i. The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- ii. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The 'Recognized Stock Exchange' referred to above means the recognized Stock Exchange in which the Equity Shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

j. Shareholding pattern of the Company before and after the proposed issue (based on shareholding pattern as on September 30, 2017)

Sl. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding*	
		No. of Equity Shares	Percentage of Shareholdings	No. of Equity Shares	Percentage of Shareholdings
A.	Shareholding of Promoter & Promoter Group				
1.	Indian:				
a.	Individual/HUF	15996800	73.43	15996800	46.66
b.	Bodies Corporate	-	-	-	-
	Sub-Total (A1)	15996800	73.43	15996800	46.66
2.	Foreign				
a.	Individuals (Non-Resident Individuals)	-	-	-	-
b.	Foreign Portfolio Investors	-	-	-	-
c.	Foreign Body	-	-	-	-
	Sub-Total (A2)	-	-	-	-

	Shareholding of Promoter & Promoter Group (A)=(A1+A2)	15996800	73.43	15996800	46.66
B.	Public Shareholding				
1.	Institutions:				
	Mutual Funds	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Sub-Total (B1)	-	-	-	-
2.	Non-Institutions				
a.	Individuals	4264198	19.57	4264198	14.19
	NBFCs registered with RBI	-	-	-	-
b.	Any Other:				
i.	Corporate Body	1519002	6.97	3419002	9.97
ii.	Foreign Venture Capital Fund	-	-	-	-
iii.	Foreign Nationals	-	-	10000000	29.17
iv.	NRI	4000	0.02	4000	0.01
v.	Trust	-	-	-	-
	Sub-Total (B2)	5787200	26.57	18287200	53.34
	Total Public Shareholding (B)=(B1+B2)	5787200	26.57	18287200	53.34
C.	Shares held by custodians and against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	21784000	100.00	34284000	100.00

* including proposed issue of warrants to M/s. Aspire Emerging Fund, M/s. Aegis Investment Fund, M/s. Future Net Software Pvt. Ltd., Mr. Manish Vyas.

k. The time within which the preferential issue shall be completed

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

I. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue.

Name of allottee	Ultimate Beneficial Owners	Category	Pre-Issue Equity Holding	No. of Warrants to be allotted	Post Issue Equity Holding (After exercise of Warrants)*
M/s. Aspire Emerging Fund PAN : AALCA5544M	M/s. Aspire Emerging Fund PAN : AALCA5544M	Non-Promoter/QIB	-	8000000	8000000
M/s. Aegis Investment Fund PAN: AANCA5102B	M/s. Aegis Investment Fund PAN: AANCA5102B	Non-Promoter/QIB	-	2000000	2000000
M/s. Future Net Software Pvt. Ltd. PAN: AAACF1886C	Mr. Sanjay Kumar Sachdev PAN: AOBPS8500C	Non-promoter (Corporate Body)	-	1900000	1900000
Mr. Manish Vyas PAN: AACPV0638F	Mr. Manish Vyas PAN: AACPV0638F	Non-promoter (Individual)	-	600000	600000

* Assuming exercise of all the Warrants and equity shares.

m. Chartered Accountants Certificate

A certificate from M/s. N N A & Co., Chartered Accountants, (FRN No. 031586N) certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI (ICDR) Regulations shall be available for inspection on all working days between 10:00 a.m. to 01:00 p.m. at the registered office of the Company upto the date of declaration of results.

n. Lock-in Period

The Warrants and the Equity Shares allotted pursuant to conversion of such warrants shall be subject to a lock-in for a period of 1 year from the date of receiving trading approval as specified under the SEBI (ICDR) Regulations relating to preferential issue. The entire pre-preferential allotment shareholding of the Warrant holder, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s);

o. Undertaking

The Company shall re-compute the price of the warrants in terms of the provision of SEBI ICDR regulations where it is required to do so and if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR regulations, the warrants shall continue to be locked- in till the time such amount is paid by the allottees.

The Board, recommends Resolution no. 1 of the accompanying Notice to the shareholders for their approval by way of Special Resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

ITEM NO. 2:**Increase in Authorised Share Capital**

The present Authorised Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each. Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores) divided into 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each.

The proposed increase in Authorised Share Capital requires the approval of Members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association and Articles of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital. The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

NOTES:

1. The Board of Directors ("The Board") has appointed Mr. Atiuttam Prasad Singh, Proprietor of M/s. Atiuttam Singh & Associates, Company Secretary in Practice as the Scrutiniser, for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
2. Postal Ballot Notice is being sent to all the members by post and electronically by email to those members who have registered their e-mail ids with the Depository or with the Company and whose names appear in the Register of members as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 24, 2017 and the cut-off date for dispatch of Postal Ballot Notice. Notice of Postal Ballot is also being sent to Members in electronic form through the email at the address registered with the Depository Participant (in case of electronic shareholding) and Registrar & Transfer Agents (in case of physical shareholding). For Members whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by post along with a self-addressed Business Reply envelope.
3. Postal Ballot Notice along with the form has been made available on the website of the company i.e, www.fdsindia.co.in and on the Central Depository Services (India) Limited website at www.evotingindia.com
4. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least (one) English Newspaper and at least (one) Hindi newspaper, each with wide circulation in

the district, where the registered office of the Company is situated and hosted on the Company Website.

5. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its Members. Please note that remote e-voting is an alternate mode to cast votes and is optional. **HOWEVER IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL POSTAL BALLOT AND E-VOTING, THEN VOTING THROUGH REMOTE E-VOTING SHALL PREVAIL AND VOTING DONE BY POSTAL BALLOT SHALL BE TREATED AS INVALID NOTWITHSTANDING WHICHEVER OPTION IS EXERCISED FIRST.**

6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date, i.e. November 24, 2017 as per the Register of Members / Beneficiary position maintained by the Depository.

7. The e -voting facility will be available during the following period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on Saturday, the 02nd day of December, 2017

End of remote e-voting : Up to 5.00 p.m. (IST) on Sunday, the 31st day of December, 2017

During this period, members of the Company, holding shares either in physical form or in dematerialised form as on November 24, 2017, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently.

8. Member(s) having any grievance(s) pertaining to Postal Ballot process can contact at DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi - 110 015 Ph: 011 - 4709 1502, email Id: secretarial@fdsindia.co.in.

9. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through post to declare the final result for each of the resolution forming part of the Notice of Postal Ballot. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

10. After completion of the scrutiny of the Postal Ballot Forms and collation of the votes downloaded from the remote e-voting system, the Scrutinizer will submit his report to the Managing Director of the Company. The result of Postal Ballot would be announced by the Managing Director of the Company on Monday, January 01, 2018 at registered office and displayed on the Notice Board of the Company at its Registered Office and its Corporate Office besides being communicated to the Stock Exchange(s), where shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's Website i.e. www.fdsindia.co.in and on the website of the CDSL i.e. www.evotingindia.com. The last date for receipt of postal ballot forms or remote e-voting, is upto 05.00 p.m. on Sunday December 31, 2017. The Scrutinizer decision on the validity of the Postal Ballot shall be final.

11. All the documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the Corporate Office of the Company without any fee on all working days of the Company between 10.00 a.m. and 1.00 p.m. from date of dispatch of notice upto the last date of receipt of votes by postal ballot/ remote e-voting.

12. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. November 24, 2017.

By order of the board

Sd/-

Amalendu Mukherjee

Managing Director

DIN: 03544485

Date: 30-11-2017

Place: New Delhi



Fourth Dimension Solutions Limited

Regd. Office: DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi - 110 015; CIN: L72900DL2011PLC221111
Email: secretarial@fdsindia.co.in, Website: www.fdsindia.co.in; Phone: 011 47091502

POSTAL BALLOT FORM

Serial No.:

S No	Particulars	Details
1.	Name(s) of Member(s) including joint holders, if any: (In Block Letters)	
2.	Registered address of the sole/first named Member	
3.	DP ID No. & Client ID No.* (*applicable to investors holding shares in dematerialized	
4.	Class of Share	
5.	No. of Ordinary Shares held	

I hereby exercise my vote in respect of following resolution(s) to be passed through Postal Ballot and e-voting, by conveying my/our assent or dissent to the said resolution(s) by placing (✓) mark at the appropriate box below:

Resolution No.	Resolutions	No. of Ordinary Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Issuance of upto 12500000 convertible equity warrants to M/s. Aspire Emerging Fund, M/s. Aegis Investment Fund, M/s. Future Net Software Pvt Ltd, Mr. Manish Vyas, Non-Promoter/QIB of the Company, on preferential basis.			
2.	Increase in Authorised Share Capital			

Place:
Date:	Signature of Member

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Notes:

1. Each equity share of the Company carries one vote.
2. Please read the instructions printed overleaf carefully before exercising your vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: December 31, 2017 up to 5:00 P.M
INSTRUCTIONS FOR POSTAL BALLOT

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the Members.
2. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) as at close of business hours on November 24, 2017.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. Voting period commences on and from December 02, 2017, 09.00 A.M. (IST) and ends on December 31, 2017, 05.00 P.M. (IST).
5. Kindly note that the Member(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Company shall announce the results of the Postal Ballot at its Registered Office situated at DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015 on January 01, 2018. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolutions contained in the Notice.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: **The Managing Director, Fourth Dimension Solutions Limited, DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015**; email id: secretarial@fdsindia.co.in

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted. The Members are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched. "Mr. Atiuttam Prasad Singh" at D-10, First Floor, Gali No. 20, Madhu Vihar, New Delhi - 110 092.
3. The Postal Ballot Form should be signed by the member as per the specimen signatures registered with the Registrar and Share Transfer Agent/ Depository(ies). In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named member. Holder(s) of Power of Attorney(s) (POA) on behalf of the member(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be invalid.
4. In case of Equity Shares held by the members other than individual members, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of December 31, 2017. Postal Ballot Form received after this date will be treated as if reply from such Member has not been received. The members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Members are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any, extraneous paper is found in such envelope, the same

would not be considered and would be destroyed by the Scrutinizer.

7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to secretarial@fdsindia.co.in or write to **Fourth Dimension Solutions Limited**, DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. The votes should be cast either in favour of or against by putting the tick () mark in the column provided for assent or dissent. Postal Ballot Form bearing () in both the columns will render the Form invalid.
9. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

THE PROCEDURE WITH RESPECT TO E-VOTING IS PROVIDED BELOW:-

The voting period begins on Saturday, December 02, 2017 (09:00 A.M. IST) to Sunday, December 31, 2017 (05:00 P.M. IST) (both days inclusive). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, November 24, 2017 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should 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 (Permanent Account Number) PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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	<ul style="list-style-type: none"> • Enter the Dividend Bank Account Number 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 Account Number in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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 to be also 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 “FOURTH DIMENSION 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 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.
- (xvii)** Note for Non-Individual Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, and 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 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.