

**CONSOLIDATED AUDITED FINANCIAL RESULTS OF FCS SOFTWARE SOLUTIONS LIMITED  
FOR THE YEAR ENDED MARCH 31, 2013**

| S.No. | PARTICULARS   | QUARTER ENDED             |                              |                           | FOR THE YEAR ENDED        |                           |
|-------|---|---------------------------|------------------------------|---------------------------|---------------------------|---------------------------|
|       |   | MARCH 31, 2013<br>AUDITED | DECEMBER 31,<br>2012 AUDITED | MARCH 31, 2012<br>AUDITED | MARCH 31, 2013<br>AUDITED | MARCH 31, 2012<br>AUDITED |
| 1     | (a) Net sales/Income from Operations  | 2,815.31                  | 2,466.45                     | 4,598.01                  | 11,506.69                 | 21,331.83                 |
|       | (b) Other operating Income  | -                         | -                            | -                         | -                         | -                         |
|       | (c) Total Income (a+b)  | 2,815.31                  | 2,466.45                     | 4,598.01                  | 11,506.69                 | 21,331.83                 |
| 2     | <b>Expenditure</b>  |                           |                              |                           |                           |                           |
| a     | Decrease/(Increase) in stock in trade and work in progress                              | 159.07                    | 228.40                       | 97.34                     | (184.05)                  | (70.41)                   |
| b     | Employees Cost and Other Project related Expenses                                       | 2,405.70                  | 2,162.23                     | 3,589.33                  | 10,688.69                 | 16,029.23                 |
| c     | Selling, Mktg, General and Administration Expenses                                      | 342.03                    | 316.07                       | 434.20                    | 1,337.77                  | 1,935.05                  |
| d     | Depreciation  | 1,001.37                  | 929.79                       | 966.14                    | 3,772.45                  | 3,620.81                  |
|       | <b>Total Expenditure</b>  | 3,908.17                  | 3,636.47                     | 5,087.01                  | 15,614.86                 | 21,514.69                 |
|       | Profit from Operations before Other Income, Interest and Exceptional Items (1-2)        | (1,092.86)                | (1,170.03)                   | (489.00)                  | (4,108.17)                | (182.86)                  |
| 4     | Other Income  | 107.81                    | 144.44                       | 87.33                     | 442.57                    | 330.78                    |
| 5     | Profit before Interest and Exceptional Items (3+4)                                      | (985.04)                  | (1,025.59)                   | (401.66)                  | (3,665.60)                | 147.92                    |
| 6     | Interest  | 33.90                     | 30.95                        | 14.67                     | 106.10                    | 46.66                     |
| 7     | Profit after Interest but before Exceptional Items (5-6)                                | (1,018.94)                | (1,056.54)                   | (416.33)                  | (3,771.70)                | 101.26                    |
| 8     | Exceptional Items- Prior period Exp.  | 0.28                      | -                            | -                         | 3.93                      | (0.56)                    |
| 9     | Profit (+)/ Loss (-) from Ordinary Activities before tax (7-8)                          | (1,019.22)                | (1,056.54)                   | (416.33)                  | (3,775.63)                | 101.82                    |
| 10    | Tax Expenses  |                           |                              |                           |                           |                           |
|       | -Current  | (0.53)                    | 8.00                         | (85.50)                   | 23.72                     | 15.50                     |
|       | -Deferred   | (63.30)                   |                              | (70.69)                   | (63.30)                   | (70.69)                   |
|       | Net Profit (+)/ Loss (-) from Ordinary Activities after tax (9-10)                      | (955.39)                  | (1,064.54)                   | (260.14)                  | (3,736.04)                | 157.02                    |
| 12    | Extraordinary Items (net of Tax expenses)   | -                         | -                            | -                         | -                         | -                         |
| 13    | Net Profit(+)/ Loss(-) for the period (11-12)   | (955.39)                  | (1,064.54)                   | (260.14)                  | (3,736.04)                | 157.02                    |
| 14    | (a) Paid-up Equity Share Capital  | 12,595.53                 | 10,295.53                    | 10,295.53                 | 12,595.53                 | 10,295.53                 |
|       | (b) Face Value (in Rs.)   | 1.00                      | 1.00                         | 1.00                      | 1.00                      | 1.00                      |
| 15    | Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year | 41,991.65                 | 42,628.43                    | 43,325.31                 | 41,991.65                 | 43,325.31                 |
| 16    | Earning Per Share (Rs)* (Not annualised )   |                           |                              |                           |                           |                           |
|       | Basic before Extraordinary items (in Rs.)   | (0.08)                    | (0.10)                       | (0.03)                    | (0.30)                    | 0.02                      |
|       | Diluted before Extraordinary items (in Rs.)   | (0.06)                    | (0.06)                       | (0.02)                    | (0.23)                    | 0.01                      |
|       | Basic after Extraordinary items (in Rs.)  | (0.08)                    | (0.10)                       | (0.03)                    | (0.30)                    | 0.02                      |
|       | Diluted after Extraordinary items (in Rs.)  | (0.06)                    | (0.06)                       | (0.02)                    | (0.23)                    | 0.01                      |
|       | <b>Number of shares used in computing earnings per equity shares</b>                    |                           |                              |                           |                           |                           |
|       | Basic   | 1,259,553,400             | 1,029,553,400                | 1,029,553,400             | 1,259,553,400             | 1,029,553,400             |
|       | Diluted   | 1,659,553,400             | 1,659,553,400                | 1,439,553,400             | 1,659,553,400             | 1,439,553,400             |
| 17    | <b>Public Shareholding</b>  |                           |                              |                           |                           |                           |
|       | Number of Shares  | 1,073,584,840             | 861,287,520                  | 861,287,520               | 1,073,584,840             | 861,287,520               |
|       | Percentage of shareholding  | 85.24                     | 86.79                        | 86.79                     | 85.24                     | 86.79                     |
| 18    | <b>Promoter and promoter group shareholding</b>   |                           |                              |                           |                           |                           |
|       | <b>(a) Pledged/Encumbered</b>   |                           |                              |                           |                           |                           |
|       | Number of Shares  | NIL                       | NIL                          | NIL                       | NIL                       | NIL                       |
|       | Percentage of Shares (as a % of total shareholding of promoter and promoter group)      | NIL                       | NIL                          | NIL                       | NIL                       | NIL                       |
|       | Percentage of Shares (as a % of total share capital of the company)                     | NIL                       | NIL                          | NIL                       | NIL                       | NIL                       |
|       | <b>(b) Non-encumbered</b>   |                           |                              |                           |                           |                           |
|       | Number of Shares  | 185,968,560               | 135,968,560.00               | 135,968,560               | 185,968,560.00            | 135,968,560               |
|       | Percentage of Shares (as a % of total shareholding of promoter and promoter group)      | 14.76                     | 13.21                        | 13.21                     | 14.76                     | 13.21                     |
|       | Percentage of Shares (as a % of total share capital of the company)                     | 100.00                    | 100.00                       | 100.00                    | 100.00                    | 100.00                    |

**STAND ALONE AUDITED FINANCIAL RESULTS OF FCS SOFTWARE SOLUTIONS LIMITED  
FOR THE YEAR ENDED MARCH 31, 2013**

| PARTICULARS   | QUARTER ENDED             |                              |                           | FOR THE YEAR ENDED        |                           |
|---|---------------------------|------------------------------|---------------------------|---------------------------|---------------------------|
|   | MARCH 31, 2013<br>AUDITED | DECEMBER 31,<br>2012 AUDITED | MARCH 31, 2012<br>AUDITED | MARCH 31, 2013<br>AUDITED | MARCH 31, 2012<br>AUDITED |
| 1 (a) Net sales/Income from Operations  | 1,382.86                  | 1,184.01                     | 2,048.24                  | 5,562.26                  | 9,802.57                  |
| (b) Other operating Income  | -                         | -                            | -                         | -                         | -                         |
| (c) Total Income (a+b)  | 1,382.86                  | 1,184.01                     | 2,048.24                  | 5,562.26                  | 9,802.57                  |
| <b>2 Expenditure</b>  |                           |                              |                           |                           |                           |
| a Decrease/(Increase) in stock in trade and work in progress                                | 159.07                    | 228.40                       | 97.34                     | (184.05)                  | (70.41)                   |
| b Employees Cost and Other Project related Expenses   | 821.88                    | 796.06                       | 1,928.57                  | 4,575.68                  | 8,136.27                  |
| c Selling, Mktg, General and Administration Expenses  | 262.66                    | 210.23                       | 361.28                    | 1,033.48                  | 1,581.37                  |
| d Depreciation  | 126.40                    | 119.51                       | 163.41                    | 467.89                    | 624.23                    |
| <b>Total Expenditure</b>  | <b>1,370.01</b>           | <b>1,354.20</b>              | <b>2,550.61</b>           | <b>5,893.00</b>           | <b>10,271.47</b>          |
| Profit from Operations before Other Income, Interest and                                    |                           |                              |                           |                           |                           |
| 3 Exceptional Items (1-2)   | 12.85                     | (170.19)                     | (502.36)                  | (330.74)                  | (468.90)                  |
| 4 Other Income  | 123.38                    | 144.44                       | 87.33                     | 458.14                    | 330.78                    |
| 5 Profit before Interest and Exceptional Items (3+4)  | 136.23                    | (25.75)                      | (415.03)                  | 127.40                    | (138.12)                  |
| 6 Interest  | 33.90                     | 30.95                        | 14.67                     | 106.10                    | 46.66                     |
| 7 Profit after Interest but before Exceptional Items (5-6)                                  | 102.33                    | (56.70)                      | (429.70)                  | 21.30                     | (184.78)                  |
| 8 Exceptional Items - Prior period Exp.   | 0.28                      | -                            | -                         | 3.93                      | (0.56)                    |
| 9 Profit (+)/Loss (-) from Ordinary Activities before tax (7-8)                             | 102.06                    | (56.70)                      | (429.70)                  | 17.37                     | (184.22)                  |
| 10 Tax Expenses   |                           |                              |                           |                           |                           |
| -Current  | (6.00)                    | -                            | (85.50)                   | 10.25                     | 15.50                     |
| -Deferred   | (62.28)                   |                              | (70.69)                   | (62.28)                   | (70.69)                   |
| Net Profit (+)/ Loss (-) from Ordinary Activities after tax (9-10)                          | 170.34                    | (56.70)                      | (273.50)                  | 69.41                     | (129.02)                  |
| 12 Extraordinary Items (net of Tax expenses)  | -                         | -                            | -                         | -                         | -                         |
| 13 Net Profit(+)/ Loss(-) for the period (11-12)  | 170.34                    | (56.70)                      | (273.50)                  | 69.41                     | (129.02)                  |
| 14 (a) Paid-up Equity Share Capital   | 10,295.53                 | 10,295.53                    | 10,295.53                 | 10,295.53                 | 10,295.53                 |
| (b) Face Value ( in Rs. )   | 1.00                      | 1.00                         | 1.00                      | 1.00                      | 1.00                      |
| Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year     | 41,640.12                 | 41,469.78                    | 39,433.87                 | 41,640.12                 | 39,433.87                 |
| 16 Earning Per Share (Rs)* (Not annualised )  |                           |                              |                           |                           |                           |
| Basic before Extraordinary items (in Rs.)   | 0.01                      | (0.01)                       | (0.03)                    | 0.01                      | (0.01)                    |
| Diluted before Extraordinary items (in Rs.)   | 0.01                      | (0.00)                       | (0.02)                    | 0.00                      | (0.01)                    |
| Basic after Extraordinary items (in Rs.)  | 0.01                      | (0.01)                       | (0.03)                    | 0.01                      | (0.01)                    |
| Diluted after Extraordinary items (in Rs.)  | 0.01                      | (0.00)                       | (0.02)                    | 0.00                      | (0.01)                    |
| Number of shares used in computing Earnings per Equity Shares ( taken face value of Re.1/-) |                           |                              |                           |                           |                           |
| Basic   | 1,259,553,400             | 1,029,553,400                | 1,029,553,400             | 1,259,553,400             | 1,029,553,400             |
| Diluted   | 1,659,553,400             | 1,659,553,400                | 1,439,553,400             | 1,659,553,400             | 1,439,553,400             |
| 17 <b>Public Shareholding</b>   |                           |                              |                           |                           |                           |
| Number of Shares  | 1,073,584,840             | 861,287,520                  | 861,287,520               | 1,073,584,840             | 861,287,520               |
| Percentage of shareholding  | 85.24                     | 86.79                        | 86.79                     | 85.24                     | 86.79                     |
| 18 <b>Promoter and promoter group shareholding</b>  |                           |                              |                           |                           |                           |
| <b>(a) Pledged/Encumbered</b>   |                           |                              |                           |                           |                           |
| Number of Shares  | NIL                       | NIL                          | NIL                       | NIL                       | NIL                       |
| Percentage of Shares (as a % of total shareholding of promoter and promoter group)          | NIL                       | NIL                          | NIL                       | NIL                       | NIL                       |
| Percentage of Shares (as a % of total share capital of the Company)                         | NIL                       | NIL                          | NIL                       | NIL                       | NIL                       |
| <b>(b) Non-encumbered</b>   |                           |                              |                           |                           |                           |
| Number of Shares  | 185,968,560               | 135,968,560                  | 135,968,560               | 185,968,560               | 135,968,560               |
| Percentage of Shares (as a % of total shareholding of promoter and promoter group)          | 14.76                     | 13.21                        | 13.21                     | 14.76                     | 13.21                     |
| Percentage of Shares (as a % of total share capital of the Company)                         | 100                       | 100                          | 100                       | 100                       | 100                       |

**STAND ALONE AUDITED FINANCIAL RESULTS OF FCS SOFTWARE SOLUTIONS LIMITED**

| <b>Reporting of Stand Alone Segment wise Revenue, Results and Capital Employed</b> |                          |                          |   |  |  |
|--|--------------------------|--------------------------|---|--|--|
| Particulars  | Quarter ended 31-03-2013 | Quarter ended 31-12-2012 | Corresponding Quarter in the Previous Year 31-03-2012 | Year to date figures For Current Period 31-03-2013 | Year to date figures For Current Period 31-03-2012 |
| <b>Segment Revenue</b>   |                          |                          |   |  |  |
| Revenue by Geographical Segment  |                          |                          |   |  |  |
| India  | 383.87                   | 321.84                   | 260.92  | 999.34   | 905.04   |
| USA  | 998.99                   | 862.17                   | 1,787.32  | 4,562.91   | 8,897.53   |
| <b>Total</b>   | <b>1,382.86</b>          | <b>1,184.01</b>          | <b>2,048.24</b>                                       | <b>5,562.26</b>                                    | <b>9,802.57</b>                                    |
| Less: Inter Segment Revenue  | -                        | -                        | -   | -  | -  |
| <b>Net sales/Income From Operations</b>  | <b>1,382.86</b>          | <b>1,184.01</b>          | <b>2,048.24</b>                                       | <b>5,562.26</b>                                    | <b>9,802.57</b>                                    |
| <b>Segment Results</b>   |                          |                          |   |  |  |
| (Profit)(+)/Loss(-) before tax, interest & unallocable Expense from each segment)* |                          |                          |   |  |  |
| India  | 77.58                    | 155.58                   | 77.58   | 388.15   | 261.92   |
| USA  | 324.32                   | 3.97                     | (55.25)   | 782.48   | 1,474.79   |
| <b>Total</b>   | <b>401.90</b>            | <b>159.55</b>            | <b>22.33</b>  | <b>1,170.63</b>                                    | <b>1,736.70</b>                                    |
| Add: Other Income  | 123.38                   | 144.44                   | 87.33   | 458.14   | 330.78   |
| Less: Other Un -allocable Exp.   | 423.23                   | 360.69                   | 539.36  | 1,611.40   | 2,251.70   |
| <b>Total Profit Before Tax</b>   | <b>102.06</b>            | <b>(56.70)</b>           | <b>(429.70)</b>                                       | <b>17.37</b>                                       | <b>(184.22)</b>                                    |
| <b>Capital Employed</b>  | <b>52,667.59</b>         | <b>52,565.53</b>         | <b>50,962.92</b>                                      | <b>50,980.29</b>                                   | <b>50,962.92</b>                                   |
| ( Refer Note 5)  |                          |                          |   |  |  |
| <b>Other Information (FCS Software Solutions Limited)</b>                          |                          |                          |   |  |  |
| <b>PARTICULARS</b>   | <b>QUARTER ENDED</b>     |                          |   | <b>FOR THE YEAR ENDED</b>                          |  |
|  | <b>MARCH 31, 2013</b>    | <b>Dec 31, 2012</b>      | <b>MARCH 31, 2012</b>                                 | <b>MARCH 31, 2013</b>                              | <b>MARCH 31, 2012</b>                              |
|  | <b>AUDITED</b>           | <b>UNAUDITED</b>         | <b>AUDITED</b>  | <b>AUDITED</b>                                     | <b>AUDITED</b>                                     |
| <b>Items exceeding 10% of aggregate expenditure</b>                                |                          |                          |   |  |  |
| Staff cost (including sub contracting exp.)  | 455.10                   | 389.66                   | 944.86  | 1,830.54   | 3,226.03   |

**STATEMENT OF ASSETS AND LIABILITIES (CONSOLIDATED) as on 31 March, 2013**

(Rupees in Lacs)

| Particulars                               | Amount                | Amount                |
|---|-----------------------|-----------------------|
|   | As at 31st March 2013 | As at 31st March 2012 |
| <b>I EQUITY AND LIABILITIES</b>           |                       |                       |
| <b>1 Shareholder's Funds</b>              |                       |                       |
| (a) Share Capital                         | 12,595.53             | 10,295.53             |
| (b) Reserves and Surplus                  | 41,991.46             | 43,325.31             |
| (c) Money received against Share Warrants | 1,000.00              | 2,831.00              |
| <b>2 Non-Current Liabilities</b>          |                       |                       |
| (a) Long-Term Borrowings                  | 42.34                 | 33.82                 |
| (b) Deferred Tax Liabilities (Net)        | -                     | -                     |
| (c) Long-Term Provisions                  | 31.57                 | 24.32                 |
| <b>3 Current Liabilities</b>              |                       |                       |
| (a) Short-Term Borrowings                 | 1,455.90              | 218.67                |
| (b) Trade Payables                        | 1,296.67              | 1,296.93              |
| (c) Other Current Liabilities             | 288.33                | 109.60                |
| (d) Short-Term Provisions                 | 39.89                 | 81.62                 |
| <b>Total - Equity and Liabilities</b>     | <b>58,741.68</b>      | <b>58,216.81</b>      |
| <b>II ASSETS</b>                          |                       |                       |
| <b>1 Non-Current Assets</b>               |                       |                       |
| (a) Fixed assets                          |                       |                       |
| (i) Tangible assets                       | 2,675.84              | 2,913.11              |
| (ii) Intangible assets                    | 27,890.93             | 28,269.44             |
| (iii) Capital work-in-progress            | 2,958.41              | 2,407.27              |
| (b) Non-current investments               | 7,046.50              | 9,617.19              |
| (c) Goodwill Account                      | 1.26                  | -                     |
| (d) Deferred tax assets (net)             | 67.24                 | 4.55                  |
| (e) Long term loans and advances          | 47.75                 | -                     |
| (f) Preliminary & other Misc Expenses     | 5,397.46              | 6,173.15              |

|          |                                   |                  |                  |
|----------|-----------------------------------|------------------|------------------|
| <b>2</b> | <b>Current Assets</b>             |                  |                  |
|          | (a) Work-in -Process              | 471.06           | 189.12           |
|          | (b) Trade receivables             | 3,745.94         | 6,335.17         |
|          | (c) Cash and cash equivalents     | 3,719.55         | 1,263.99         |
|          | (d) Short-term loans and advances | 4,223.59         | 652.43           |
|          | (e) Other current assets          | 496.15           | 391.37           |
|          | <b>Total - Assets</b>             | <b>58,741.68</b> | <b>58,216.80</b> |

**Notes:**

- 1 The above results have been reviewed by the Audit Committee in the meeting held on May 30, 2013 and further approved by the Board of Directors at its meetings held on May 30, 2013 and have been audited by the auditors of the Company.
- 2 Investor complaint pending at the beginning of the quarter was Nil. One complaint was received during the current quarter from an investor which was duly resolved and therefore no investor complaint is pending at the end of the quarter.
- 3 These accounts have been prepared in accordance with applicable Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI).
- 4 Fixed assets used in the Company's business cannot be specifically identified with any of the reportable segments, as these are used interchangeably between various segments. The Management believes that it has not provided segment-wise disclosures relating to total assets and liabilities since a meaningful segregation of the available data is not possible.
- 5 The consolidated results for the quarter ended and Year ended March 31, 2013 include results of subsidiary companies viz. FCS Software Solutions America Ltd., F.C.S Software Middle East FZE and Insync Business Solutions Ltd.
- 6 The results are also available on the website of the company at [www.fcsltd.com](http://www.fcsltd.com)
- 7 Previous period/year figures are regrouped/reclassified, wherever necessary.

For FCS Software Solutions Limited  
By order of the Board

Place: NOIDA  
Date: 30-05-2013

Sd/-  
Director