

FCS/SEC/2016

July 29, 2016

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai: 400 001

National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai: 400 051

Sub.: Reconciliation of Share Capital Audit and Certification regarding transfer of shares for quarter ended June 30, 2016

Dear Sir/ Madam

With reference to the above subject matter, please find enclosed herewith, the Reconciliation of Share Capital Audit Report for the quarter ended June 30, 2016 duly signed by Ms. Manju Pathak Khulbe, Whole Time Practicing Company Secretary.

Thanking you,

Yours truly
For **FCS Software Solutions Limited**


(Harsha Sharma)
Company Secretary



Encl.: As above.

C.C.:

1. CDSL
2. NSDL



Manju Pathak Khulbe

Practising Company Secretary

Tel.: +91-11-2274 3489, M: +91-96503 96243, Fax: +91-11-2271 1940

E-mail: dcgprofessionals@gmail.com, dcggroup.in@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

We have examined the relevant Books and records of FCS SOFTWARE SOLUTIONS LIMITED (hereinafter referred to as "the Company,") maintained by LINK INTIME INDIA PVT. LTD., New Delhi, their duly appointed Registrars and Share Transfer Agents (hereinafter referred to as "the RTA"), produced before us for the purpose of issuing this Certificate under SEBI circular No. D&CC/FITTC/CIR-16/2002 dated December 31st, 2002. Based on the aforesaid records and the information and explanation furnished to us by the Company and the RTA, which to the best of our knowledge and belief were necessary for the purpose of certification, we hereby report as under :-

1. For Quarter Ended	30 th June, 2016
2. ISIN	INE512B01022 for fully paid up Equity Shares of Re.1/- each.
3. Face Value	Re.1/- per Equity Share
4. Name of the Company	FCS Software Solutions Limited
5. Registered Office	205, 2 nd Floor, Agarwal Chambers IV,27, Veer Sawarkar Block, Vikas Marg, Shakarpur, Delhi-110092
6. Correspondence Address	FCS House, Plot No. 83, Noida Special Economic Zone, Noida Dadri Road, Phase- II, Gautam Budh Nagar, Noida-201305 U.P. (India)
7. Telephone & Fax No.	Tel: 0120-4635900 Fax: 0120-4635941
8. E-mail Address	investors@fcsltd.com

Regd. Office: 24, AIIMS Apartments, Mayur Kunj, Mayur Vihar Phase I Extn., Delhi 110 096
Corp. Office: 202, DLF Galleria, Mayur Place District Center, Mayur Vihar Phase I Extn., Delhi 110 096



9. Name of the Stock Exchanges Where the Company's securities are listed	National Stock Exchange Bombay Stock Exchange	
	<u>Number of Equity Shares</u>	<u>% of Total Issued Capital</u>
10. Issued Capital	1709554400	100%
11. Listed Capital (Exchange – wise)		
NSE	1709553100*	100%
BSE	1709553100*	100%

*Company forfeited 1300 shares vide their Board Meeting dated October 29, 2009 and same was approved by the NSDL vide circular dated March 2, 2010.

*CDSL also confirmed the forfeiture of 1300 Equity shares vide letter dated 08.02.2010 under Ref. No. CDSL/OPS/SS/2009-10/6963

*In Principal Approval for listing of 50000000 Equity shares of Re. 1/- each allotted on preferential basis received from NSE vide Letter Ref. No. NSE/LIST/73576 dated 19.05.16 and from BSE vide Letter Ref. No. DCS/PREF/ND/FIP/1065/2016-17 dated 27.05.16

	Number of Equity Shares	% of Total Issued Capital
12. Shares held in Dematerialized form in CDSL	443632211	25.95%
13. Shares held in Dematerialized form in NSDL	1265422474	74.02%
14. Shares held in Physical Form	498415	00.02%
15. Total No. of Shares (12+13+14)	1709553100	99.99%

16. Reasons for differences if any, between

(10 & 11)	Yes- 1300 Shares**
(10 & 15)	Yes- 1300 Shares**
(11 & 15)	NIL

**Company forfeited 1300 shares vide their Board Meeting dated October 29, 2009 and same was approved by the NSDL vide circular dated March 2, 2010.

**CDSL also confirmed the forfeiture of 1300 Equity shares vide letter dated 08.02.2010 under Ref. No. CDSL/OPS/SS/2009-10/6963

17. Details of changes in share capital during the quarter under consideration as per Table below:



S. No.	Particulars	No. of shares	Listed on Stock Exchanges	Admitted by NSDL	Admitted by CDSL
	Increase				
1.	Rights Issue	-	-	-	-
2.	Bonus Issue	-	-	-	-
3.	Preferential Issue on conversion of preferential warrants into equity shares (50000000 Equity Shares of Re. 1/-)	50000000	Trading approval awaited	Admission awaited	Admission awaited
4.	Initial Public Offer	-	-	-	-
5.	Re-issue of Forfeited Shares	-	-	-	-
6.	Employee Stock Option Exercised	-	-	-	-
7.	Amalgamation/Scheme of Arrangement	-	-	-	-
8.	Conversion of Loans/Debetures	-	-	-	-
9.	Any Other (to specify)	-	-	-	-
	TOTAL (A)	50000000	-	-	-
	Decrease				
S. No.	Particulars	No. of shares	Delisted on Stock Exchanges	Extinguished by NSDL	Extinguished by CDSL
10.	Buy Back	-	-	-	-
11.	Capital Reduction	-	-	-	-
12.	Forfeiture	-	-	-	-
13.	Amalgamation/Scheme of Arrangement	-	-	-	-
14.	Arrangement Any other (to specify)	-	-	-	-
	TOTAL (B)	-	-	-	-
	Net Increase/Decrease (A-B)	5,00,00,000	-	-	-

18. Register of Members is updated

YES

19. Reference to previous quarter with regard to excess dematerialized shares, if any

N.A.

20. Has the Company resolved the matter mentioned in point no. 19 above in the current Quarter? If not, reason why?

N.A.



21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reason for delay:

	<u>No. of requests</u>	<u>No. of shares</u>	<u>Reasons for delay</u>
Confirmed after 21 days	NIL	N.A.	N.A.
Pending for more than 21 days	NIL	N.A.	N.A.

22. Compliance Officer of the Company:

Name Ms. Harsha Sharma
Telephone No. 0120- 4635900
Fax No. 0120- 4635941

23. Name, Address, Tel No. and Regn. No. of certifying Company Secretary:

Name Ms. Manju Pathak Khulbe
Practicing Company Secretary
Address 24, AIIMS Apartments, Mayur Kunj,
Mayur Vihar Phase I Extn.
Delhi 110 096
Telephone No. 011- 2274 3489
Fax No. 011 -2274 1940

24. Appointment of Common Agency for share registry work

Link Intime India Pvt. Ltd.
A/40, (2nd Floor), Naraina Industrial Area,
Phase – II, New Delhi – 110028

25. Any other detail that the CS may like to provide (e.g. BIFR company, Delisting from Stock Exchange, Company changed its name etc.)
NIL



Manju Pathak Khulbe
Practicing Company Secretary
CP No. 8191

Place: Delhi
Date: July 29, 2016


