

November 14, 2013

To,

The Dept of Corporate Services  
The Stock Exchange Mumbai  
Dalal Street, Fort,  
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.:** Outcome of the Board Meeting

Dear Sir,

The Board of Directors of the Company in their meeting held today i.e. Thursday, November 14, 2013, at FCS House, Plot No. 83, NSEZ, Noida Dadri Road, Phase II, Gautam Buddha Nagar, Noida-201305 (U.P.), approved the unaudited financial results for the quarter and half year ended on September 30, 2013, along with Limited Review Report on such results provided by Statutory Auditors of the Company. The copy of results along with the Limited Review Report is enclosed herewith. Please find the same.

The meeting was concluded at 8.45 p.m.

This is for your information and records.

Thanking You,

Yours faithfully,  
For FCS Software Solutions Limited

  
Gagan Kaushik  
(Company Secretary)

**C.C.:**

1. CDSL
2. NSDL





**FCS SOFTWARE SOLUTIONS LIMITED**

Reg. Office: 205, 2nd Floor, Agarwal Chamber IV, 27, Veer Sawarkar Block, Vikas Marg, Shakarpur, Delhi-92  
Corporate Office: Plot No. 83, NSEZ, Noida Dadri Road, Phase-II, Gautam Budh Nagar, Noida- 201305

**STAND ALONE UNAUDITED FINANCIAL RESULTS OF FCS SOFTWARE SOLUTIONS LIMITED  
FOR THE QUARTER AND HALF YEAR ENDED SEPT 30, 2013**

(Rs. in Lacs)

S.No.	PARTICULARS	QUARTER ENDED			FOR THE HALF YEAR ENDED		YEAR ENDED
		SEPT 30, 2013 UNAUDITED	JUNE 30, 2013 UNAUDITED	SEPT 30, 2012 UNAUDITED	SEPT 30, 2013 UNAUDITED	SEPT 30, 2012 UNAUDITED	MARCH 31, 2013 AUDITED
1	(a) Net sales/Income from Operations	2,865.16	1,257.35	1,351.32	4,122.51	2,995.39	5,562.26
	(b) Other operating Income	-	-	-	-	-	-
	(c) Total Income (a+b)	2,865.16	1,257.35	1,351.32	4,122.51	2,995.39	5,562.26
2	<b>Expenditure</b>						
a	Decrease/(Increase) in stock in trade and work in progress	32.37	73.51	(352.74)	105.88	(571.51)	(184.05)
b	Employees Cost and Other Project related Expenses	2,048.86	886.52	1,275.25	2,935.38	2,957.73	4,575.68
c	Selling, Mktg. General and Administration Expenses	787.50	259.61	326.85	1,047.11	560.39	1,033.48
d	Depreciation	90.78	81.49	117.63	172.27	221.98	467.89
	<b>Total Expenditure</b>	2,959.50	1,301.13	1,367.00	4,260.64	3,168.58	5,893.00
	Profit from Operations before Other Income, Interest and Exceptional Items (1-2)	(94.35)	(43.78)	(15.68)	(138.13)	(173.19)	(330.74)
4	Other Income	133.12	202.06	(46.58)	335.18	190.32	458.14
5	Profit before Interest and Exceptional Items (3+4)	38.77	158.28	(62.27)	197.05	17.13	127.40
6	Interest	30.96	19.32	33.45	50.28	41.26	106.10
7	Profit after Interest but before Exceptional Items (5-6)	7.81	138.96	(95.71)	146.77	(24.12)	21.30
8	Exceptional Items - Prior period Exp	1.61	(1.38)	0.19	0.23	3.65	3.93
9	Profit (+)/Loss (-) from Ordinary Activities before tax (7-8)	6.20	140.34	(95.90)	146.54	(27.77)	17.37
10	Tax Expenses						
	-Current	4.00	28.50	-	32.50	16.25	10.25
	-Deferred	-	-	-	-	-	(62.28)
	Net Profit (+)/ Loss (-) from Ordinary Activities after tax (9-10)	2.20	111.84	(95.90)	114.04	(44.02)	69.41
12	Extraordinary Items (net of Tax expenses)	-	-	-	-	-	-
13	Net Profit(+)/ Loss(-) for the period (11-12)	2.20	111.84	(95.90)	114.04	(44.02)	69.41
14	(a) Paid-up Equity Share Capital	12,595.53	12,595.53	10,295.53	12,595.53	10,295.53	12,595.53
	(b) Face Value ( in Rs. )	1.00	1.00	1.00	1.00	1.00	1.00
15	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	41,754.16	41,751.96	39,389.84	41,754.16	39,389.84	41,640.12
16	<b>Earning Per Share (Rs)* (Not annualised)</b>						
	Basic before Extraordinary items (in Rs.)	0.00	0.01	(0.01)	0.01	(0.00)	0.01
	Diluted before Extraordinary items (in Rs.)	0.00	0.01	(0.01)	0.01	(0.00)	0.00
	Basic after Extraordinary items (in Rs.)	0.00	0.01	(0.01)	0.01	(0.00)	0.01
	Diluted after Extraordinary items (in Rs.)	0.00	0.01	(0.01)	0.01	(0.00)	0.00
	Number of shares used in computing Earnings per Equity Shares ( taken face value of Re. 1/-)						
	Basic	1,259,553,400	1,259,553,400	1,029,553,400	1,259,553,400	1,029,553,400	1,065,056,509
	Diluted	1,659,553,400	1,659,553,400	1,659,553,400	1,659,553,400	1,659,553,400	1,465,056,509
17	<b>Public Shareholding</b>						
	Number of Shares	1,073,590,950	1,073,590,950	893,584,840	1,073,590,950	893,584,840	1,073,584,840
	Percentage of shareholding	85.24	85.24	86.79	85.24	86.79	85.24
18	<b>Promoter and promoter group shareholding</b>						
	<b>(a) Pledged/Encumbered</b>						
	Number of Shares	NIL	NIL	NIL	NIL	NIL	NIL
	Percentage of Shares (as a % of total shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL	NIL
	Percentage of Shares (as a % of total share capital of the Company)	NIL	NIL	NIL	NIL	NIL	NIL
	<b>(b) Non-encumbered</b>						
	Number of Shares	185,962,450	185,962,450	135,968,560	185,962,450	135,968,560	185,968,560
	Percentage of Shares (as a % of total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00
	Percentage of Shares (as a % of total share capital of the Company)	14.76	14.76	13.21	14.76	13.21	14.76





**FCS SOFTWARE SOLUTIONS LIMITED**

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**CONSOLIDATED UNAUDITED FINANCIAL RESULTS OF FCS SOFTWARE SOLUTIONS LIMITED  
FOR THE QUARTER AND HALF YEAR ENDED SEPT 30, 2013**

(Rs. in Lacs)

S.No.	PARTICULARS	QUARTER ENDED			FOR THE HALF YEAR ENDED		YEAR ENDED
		SEPT 30, 2013 UNAUDITED	JUNE 30, 2013 UNAUDITED	SEPT 30, 2012 UNAUDITED	SEPT 30, 2013 UNAUDITED	SEPT 30, 2012 UNAUDITED	MARCH 31, 2013 AUDITED
1	(a) Net sales/Income from Operations	4,480.75	2,811.02	2,866.96	7,291.77	6,224.93	11,506.69
	(b) Other operating Income	-	-	-	-	-	-
	(c) Total Income (a+b)	4,480.75	2,811.02	2,866.96	7,291.77	6,224.93	11,506.69
2	<b>Expenditure</b>						
	Decrease/(Increase ) in stock in trade and work in progress	32.37	73.51	(352.74)	105.88	(571.51)	(184.05)
	a Employees Cost and Other Project related Expenses	3,801.34	2,573.86	2,862.26	6,375.20	6,120.76	10,688.69
	c Selling, Mktg. General and Administration Expenses	869.73	351.16	381.63	1,220.89	679.48	1,337.77
	d Depreciation	975.58	966.30	927.29	1,941.87	1,841.29	3,772.45
	<b>Total Expenditure</b>	5,679.02	3,964.83	3,818.45	9,643.85	8,070.01	15,614.86
	Profit from Operations before Other Income, Interest and						
3	Exceptional Items (1-2)	(1,198.28)	(1,153.81)	(951.49)	(2,352.08)	(1,845.08)	(4,108.17)
4	Other Income	129.22	198.16	(46.58)	327.38	190.32	442.57
5	Profit before Interest and Exceptional Items (3+4)	(1,069.05)	(955.64)	(998.07)	(2,024.70)	(1,654.76)	(3,665.60)
6	Interest	30.96	19.32	33.45	50.28	41.26	106.10
7	Profit after interest but before Exceptional Items (5-6)	(1,100.02)	(974.96)	(1,031.52)	(2,074.98)	(1,696.01)	(3,771.70)
8	Exceptional Items- Prior period Exp.	1.61	(1.38)	0.19	0.23	3.65	3.93
9	Profit (+)/ Loss (-) from Ordinary Activities before tax (7-8)	(1,101.63)	(973.58)	(1,031.71)	(2,075.21)	(1,699.66)	(3,775.63)
10	Tax Expenses						
	-Current	9.00	34.40	-	43.40	16.25	23.72
	-Deferred						(63.30)
	Net Profit (+)/ Loss (-) from Ordinary Activities after tax (9-10)	(1,110.63)	(1,007.98)	(1,031.71)	(2,118.61)	(1,715.91)	(3,736.04)
12	Extraordinary Items (net of Tax expenses)	-	-	-	-	-	-
13	Net Profit(+)/ Loss(-) for the period (11-12)	(1,110.63)	(1,007.98)	(1,031.71)	(2,118.61)	(1,715.91)	(3,736.04)
14	(a) Paid-up Equity Share Capital	12,595.53	12,595.53	10,295.53	12,595.53	10,295.53	12,595.53
	(b) Face Value ( in Rs. )	1.00	1.00	1.00	1.00	1.00	1.00
15	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	40,326.40	40,983.67	43,692.97	40,326.40	43,692.97	41,991.65
16	Earning Per Share (Rs)* ( Not annualised )						
	Basic before Extraordinary items (in Rs. )	(0.09)	(0.08)	(0.10)	(0.17)	(0.17)	(0.35)
	Diluted before Extraordinary items (in Rs. )	(0.07)	(0.06)	(0.06)	(0.13)	(0.10)	(0.26)
	Basic after Extraordinary items (in Rs. )	(0.09)	(0.08)	(0.10)	(0.17)	0.02	(0.35)
	Diluted after Extraordinary items (in Rs. )	(0.07)	(0.06)	(0.06)	(0.13)	0.02	(0.26)
	<b>Number of shares used in computing earnings per equity shares</b>						
	Basic	1,259,553,400	1,259,553,400	1,029,553,400	1,259,553,400	1,029,553,400	1,065,056,508
	Diluted	1,659,553,400	1,659,553,400	1,659,553,400	1,659,553,400	1,659,553,400	1,465,056,509
17	<b>Public Shareholding</b>						
	Number of Shares	1,073,590,950	1,073,590,950	893,584,840	1,073,590,950	893,584,840	1,073,584,840
	Percentage of shareholding	85.24	85.24	86.79	85.24	86.79	85.24
18	<b>Promoter and promoter group shareholding</b>						
	<b>(a)Pledged/Encumbered</b>						
	Number of Shares	NIL	NIL	NIL	NIL	NIL	NIL
	Percentage of Shares(as a % of total shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL	NIL
	Percentage of Shares(as a % of total share capital of the company)	NIL	NIL	NIL	NIL	NIL	NIL
	<b>(b)Non-encumbered</b>						
	Number of Shares	185,962,450	185,962,450	135,968,560	185,962,450	135,968,560	185,968,560
	Percentage of Shares(as a % of total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00
	Percentage of Shares(as a % of total share capital of the company)	14.76	14.76	13.21	14.76	13.21	14.76





**STAND ALONE UNAUDITED FINANCIAL RESULTS FOR QUARTER ENDED SEPT 30, 2013 OF FCS SOFTWARE SOLUTIONS LIMITED**

Reporting of Stand Alone Segment wise Revenue, Results and Capital Employed						
Particulars	Quarter ended 30-09-2013	Quarter ended 30-06-2013	Corresponding Quarter in the Previous Year 30-09-2012	Year to date figures For Current Period 30-09-2013	Year to date figures For previous year 30-09-2012	Year to date figures For previous year 31-03-2013
<b>Segment Revenue</b>						
Revenue by Geographical Segment						
India	326.64	270.63	121.53	597.27	293.63	999.34
USA	2,538.52	986.72	1,229.79	3,525.24	2,701.76	4,562.92
<b>Total</b>	<b>2,865.16</b>	<b>1,257.35</b>	<b>1,351.32</b>	<b>4,122.51</b>	<b>2,995.39</b>	<b>5,562.26</b>
Less: Inter Segment Revenue	-	-	-	-	-	-
<b>Net sales/Income From Operations</b>	<b>2,865.16</b>	<b>1,267.35</b>	<b>1,361.32</b>	<b>4,122.51</b>	<b>2,995.39</b>	<b>5,562.26</b>
<b>Segment Results</b>						
(Profit)/(+) / Loss(-) before tax, interest & unallocable Expense from each segment)						
India	144.22	106.87	60.82	251.09	105.50	388.15
USA	639.70	190.45	367.98	830.15	503.67	782.48
<b>Total</b>	<b>783.93</b>	<b>297.32</b>	<b>428.80</b>	<b>1,081.25</b>	<b>609.17</b>	<b>1,170.63</b>
Add: Other Income	133.12	202.06	(46.58)	335.18	190.32	458.14
Less: Other Un -allocable Exp	910.85	359.04	478.12	1,269.89	827.27	1,611.40
<b>Total Profit Before Tax</b>	<b>6.20</b>	<b>140.34</b>	<b>(95.90)</b>	<b>146.54</b>	<b>(27.77)</b>	<b>17.37</b>
<b>Capital Employed</b>	<b>52,814.13</b>	<b>52,807.93</b>	<b>50,935.15</b>	<b>52,814.13</b>	<b>50,935.15</b>	<b>50,980.29</b>
( Refer Note 4 )						
<b>Other Information (FCS Software Solutions Limited)</b>						
<b>Items exceeding 10% of aggregate expenditure</b>						
Staff cost (including sub contracting exp )	942.92	413.79	444.72	1,356.72	985.78	1,830.54

**Notes:**

1	The above results have been reviewed by the Audit Committee in the meeting held on November 14, 2013 and further approved by the Board of Directors at its meetings held on November 14, 2013 and have been audited by the auditors of the Company.
2	Investor complaint pending at the beginning of the quarter was Nil. No new investor complaints were received during the current quarter and therefore no investor complaint 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 and 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.fcslltd.com
7	Previous period / year figures are regrouped/reclassified, wherever necessary.

Place: NOIDA  
Date: 14-11-2013

By order of the Board of Directors  
For FCS Software Solutions Ltd

Sd/-  
(Director)



**STATEMENT OF ASSETS AND LIABILITIES ( CONSOLIDATED) as on Sept 30, 2013**

(Amount in Rs. Lacs)

Particulars	Amount	Amount
	As at 30th Sept 2013	As at 30th Sept 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	40,326.40	43,692.97
(c) Advance Preferential Share Warrants	1,000.00	2,010.00
<b>2 Non-Current Liabilities</b>		
(a) Long-Term Borrowings	44.98	50.25
(b) Deferred Tax Liabilities (Net)	-	-
(c) Long-Term Provisions	67.16	60.10
<b>3 Current Liabilities</b>		
(a) Short-Term Borrowings	797.28	999.93
(b) Trade Payables	436.69	1,401.41
(c) Other Current Liabilities	409.71	89.33
(d) Short-Term Provisions	65.83	168.36
<b>Total - Equity and Liabilities</b>	<b>55,743.59</b>	<b>58,767.87</b>
<b>II ASSETS</b>		
<b>1 Non-Current Assets</b>		
(a) Fixed assets		
(i) Tangible assets	2,766.53	2,816.82
(ii) Intangible assets	26,122.12	26,650.13
(iii) Capital work-in-progress	3,379.67	2,483.53
(b) Non-current investments	7,047.76	7,323.90
(c) Deferred tax assets (net)	67.43	4.55
(d) Long term loans and advances	50.19	41.55
(e) Preliminary & other Misc Expenses	4,999.03	5,795.74
<b>2 Current Assets</b>		
(a) Work-in -Process	267.29	760.64
(b) Trade receivables	4,372.33	4,379.53
(c) Cash and cash equivalents	1,780.11	3,913.00
(d) Short-term loans and advances	4,185.97	4,170.62
(e) Other current assets	705.16	427.87
<b>Total - Assets</b>	<b>55,743.59</b>	<b>58,767.87</b>



### Limited Review Report

We have reviewed the accompanying statement of unaudited financial standalone results of **FCS Software Solutions Limited** for the quarter ended 30/09/2013 this statement is the responsibility of the Company's Management and has been approved by the Board of Directors/ Committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For SPMG & Company.  
Chartered Accountants

(Vinod Gupta)

FCA/Partner: - Membership No. 90687

Place: - New Delhi

Dated: - 14.11.2013



**Certified To Be True Copy**



**FCS Software Solutions Limited**

Forming part of limited review report for the Quarter ended 30.09.2013

**1. Work in process**

The value of work in process as on date of Balance Sheet has been considered as Value and certified by the Management.

**2. Foreign Currency Transactions.**

In case of revenue made to clients outside India income is accounted on the basis of the exchange rate as on the date of transaction. Adjustments are made for any variations in the revenue proceeds on conversion into Indian currency upon actual receipt. Expenditure in foreign currency is accounted at the conversion rate prevalent when such expenditure is incurred. Where realizations are deposited into, and disbursements made out of, a foreign currency bank account, all transactions during the month are reported at a rate which approximates the actual monthly rate.

In the case of current assets and current liabilities expressed in foreign currency, the exchange rate prevalent at the end of the year is taken for the purpose of transaction. Fixed assets purchased at overseas offices are accounted on the basis of actual cost incurred at the exchange rate prevalent at the time of purchase. Depreciation is charged as per Company's Act 1956. Exchange differences arising on foreign currency transactions are recognized as income or expenses in the year in which they arise. In the case of forward contracts, the differences between the forward rate and the exchange rate on the date of the transaction is recognized as income or expenses over the life of the contracts.

**3. Income Tax.**

Provision is made for income tax on a quarterly basis under the tax-payable method, based on the tax liability as computed after taking credit for allowances and exemptions as the case may be.

**4. Foreign Branch.**

The company has its Branch at the USA. All revenue and expenses transactions are during the period reported at an average rate. The assets and liabilities both monetary and non-monetary are translated at the rate prevailing on the balance sheet date. All resulting exchange differences are accumulated in a foreign currency translation reserve. However the Balance sheet of the USA branch as on September 30, 2013 has been certified by 'Certified Public Accountant' and further certified by the management. Which has been considered and accounted for the purpose of limited review report herein.

For SPMG & Company  
Chartered Accountants

(Vinod Gupta)

Partner

Membership No. :- 090687

Place :- Delhi

Dated :- 14.11.2013



**Certified To Be True Copy**